

Augustin Jeffrey G
 Form 4
 October 05, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Augustin Jeffrey G

(Last) (First) (Middle)
 5757 N GREEN BAY AVENUE, P.O. BOX 591
 (Street)

MILWAUKEE, WI 53201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 JOHNSON CONTROLS INC [JCI]

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 6,500 ⁽¹⁾ | D | |
| Common Stock | | | | (A) or (D) Price | 274,489 ⁽²⁾ | I | By 401(k) Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 30.54 | 10/01/2010 | | A | 35,000 | 10/01/2012 ⁽³⁾ | 10/01/2020 | Common Stock |
| Phantom Stock Units/Retirement Restoration Plan | ⁽⁴⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock |
| Phantom Stock Units/Long-Term Incentive Plan | ⁽⁶⁾ | | | | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock |
| Phantom Stock Units/Restricted Stock Grant | ⁽⁸⁾ | | | | | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 22.5617 | | | | | 11/16/2007 | 11/16/2015 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 23.965 | | | | | 10/02/2008 | 10/02/2016 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 40.21 | | | | | 10/01/2009 | 10/01/2017 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 28.79 | | | | | 10/01/2010 ⁽³⁾ | 10/01/2018 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 24.87 | | | | | 10/01/2011 ⁽³⁾ | 10/01/2019 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Augustin Jeffrey G
5757 N GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201

Vice
President

Signatures

Angela M. Blair, Attorney-in-Fact for Jeffrey G.
Augustin

10/05/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 6,500 shares of previously granted restricted stock which vests as follows: 3,250 on November 2, 2011, and 3,250 on November 2, 2013, subject to continuous employment with the issuer.

The number of underlying securities is based on the stock fund balance on September 30, 2010. The actual number of shares issuable upon the distribution date is not determinable since the stock fund is a unitized account consisting of 96% company stock and 4% money market fund. The stock account balance reflected in this report is based on a September 30, 2010, stock fund price of \$30.50 per share.
- (3) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The phantom stock units were accrued under the Johnson Controls Retirement Restoration Plan. Shares of phantom stock are payable in cash following the reporting person's termination of employment with the company and may be transferred by the reporting person into an alternative investment account at any time.
- (4) Includes 39.592 phantom stock units acquired through the reinvestment of dividends on January 4, April 5, July 2, and October 4 2010, at prices ranging from \$26.88 to \$33.10 per phantom stock unit, and a company match of 105.743 phantom stock units on February 16, 2010.

Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock. These phantom share units were accrued in the Johnson Controls Long-Term Incentive Plan and are payable in cash following the reporting person's termination of employment with the company. The units may be transferred by the reporting person into an alternative investment account at any time.
- (6) Includes 442.331 phantom stock units acquired through the reinvestment of dividends on January 4, April 5, July 2, and October 4, 2010, at prices ranging from \$26.88 to \$33.10 per phantom stock unit.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were accrued under the Johnson Controls Restricted Stock Plan. The units will be settled 100% in cash following the reporting person's termination of employment with the company, subject to a vesting schedule.
- (8) Includes 532.718 phantom stock units acquired through the reinvestment of dividends on January 4, April 5, July 2, and October 4, 2010, at prices ranging from \$26.88 to \$33.10 per phantom stock unit.
- (9)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.