

JOHNSON CONTROLS INC
Form 4
October 04, 2006

FORM 4

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

OMB APPROVAL

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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 *
ROELL STEPHEN A

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

MILWAUKEE, WI 53201-0591

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/02/2006

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 Chairman & Exec Vice Pres

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	214,890 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	9,910.319 ⁽²⁾	I	By 401(k) Plan 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Excess Benefit Plan-Common	(3)					(4)	(4)	Common Stock
Phantom Stock Units / Restricted Stock Grant	(6)					(6)	(6)	Common Stock
Stock Option	\$ 40.115					11/14/2003	11/14/2011	Common Stock
Stock Option	\$ 40.2975					11/20/2004	11/20/2012	Common Stock
Stock Option	\$ 52.55					11/19/2005 ⁽⁸⁾	11/19/2013	Common Stock
Stock Option	\$ 61.69					11/17/2006 ⁽⁸⁾	11/17/2014	Common Stock
Stock Option	\$ 67.685					11/16/2007 ⁽⁸⁾	11/16/2015	Common Stock
Stock Option	\$ 71.895	10/02/2006		A	197,000	10/02/2008 ⁽⁸⁾	10/02/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROELL STEPHEN A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591	X		Vice Chairman & Exec Vice Pres	

Signatures

Arlene D. Gumm Attorney-In-Fact for Stephen A.
Roell

10/04/2006

 **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 58,500 shares awarded under a Restricted Stock Plan. Restricted shares vest as follows: 36,000 shares on 1/3/2008; 20,000 shares on 1/3/2010 and 2500 shares on 8/1/2011.

- (2) The number of underlying securities is based on the stock fund balance on September 29, 2006. 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 an September 29, 2006, stock fund price of \$71.74 per share.

- (3) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. 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) The phantom stock units were accrued under the Johnson Controls Equalization 401(k) Benefit Plan and are to be settled 100% in cash upon the reporting person's retirement.

- (5) Includes 66.999 phantom stock units acquired through reinvestment of dividends on September 29, 2006, at a price of \$71.74 per phantom unit.

- (6) Each share 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 Deferred Restricted Stock Plan and are to be settled 100% in cash. Phantom units related to a deferred restricted stock grant are to be settled 100% in cash upon the reporting person's termination of employment with the company, pending vesting. Phantom units related to non-deferred restricted stock grants are to be settled 100% in cash upon vesting of the related grant.

- (7) Includes 357.196 phantom stock units acquired through reinvestment of dividends on September 29, 2006, at a price of \$71.74 per phantom unit.

- (8) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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