

JOHNSON CONTROLS INC

Form 4

October 04, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sherrill Gregg M

(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)

10/02/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	20,000 ⁽¹⁾	D	
Common Stock					6,677.447 ⁽²⁾	I	By Trust
Common Stock					1,271.456 ⁽³⁾	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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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock Units/Excess 401(k) Plan	(4)							(5)	(5)	Common Stock	
Phantom Stock Units - Annual Incentive Plan	(4)							(7)	(7)	Common Stock	4
Phantom Stock Units - Long-Term Incentive Plan	(4)							(9)	(9)	Common Stock	6
Phantom Stock Units - Restricted Stock Plan	(11)							(11)	(11)	Common Stock	
Stock Option	\$ 28.4219							11/15/2002	11/15/2010	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 ⁽¹³⁾	11/19/2013	Common Stock	
Stock Option	\$ 61.69							11/17/2006 ⁽¹³⁾	11/17/2014	Common Stock	
Stock Option	\$ 67.685							11/16/2007 ⁽¹³⁾	11/16/2015	Common Stock	
Stock Option	\$ 71.895	10/02/2006		A	64,000			10/02/2008 ⁽¹³⁾	10/01/2016		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sherrill Gregg M 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201			Vice President	

Signatures

Arlene D. Gumm, Attorney-in-Fact for Gregg M. Sherrill	10/04/2006
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__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) Restricted Stock which will vest as follows, subject to continued employment: 12,500 on 1/2/08 and 7,500 on 1/2/10.
 - (2) Includes 38.197 shares acquired through the reinvestment of dividends on June 30 and September 29, 2006, at prices of \$82.95 and \$72.40 per share.

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 a 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 or other termination of service.
 - (5) Includes 4.594 phantom stock units acquired through reinvestment of dividends on June 30 and September 29, 2006, at a price of \$82.225 and \$71.74 per phantom unit.
 - (6) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the reporting person's retirement.
 - (7) Includes 31.334 phantom stock units acquired through reinvestment of dividends on June 30 and September 29, 2006, at a price of \$82.225 and \$71.74 per phantom unit.
 - (8) The phantom stock units were accrued under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash upon the reporting person's retirement.
 - (9) Includes 49.998 phantom stock units acquired through reinvestment of dividends on June 30 and September 29, 2006, at a price of \$82.225 and \$71.74 per phantom 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 represent the reinvestment of dividends and are to be settled 100% in cash upon the vesting of the reporting person's Restricted Stock.
 - (10) Includes 148.194 phantom stock units acquired through reinvestment of dividends on June 30 and September 29, 2006, at a price of \$82.225 and \$71.74 per phantom unit.
 - (11) Fifty percent of the options vest after two years and the remaining 50% vests after three years.
 - (12)
 - (13)

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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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