

JOHNSON CONTROLS INC
Form 4
December 03, 2002

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

OMB APPROVAL

FORM 4

_ 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

OMB Number: 3235-0287
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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

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www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Lacy, William H.			Johnson Controls, Inc. JCI				<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)		
					December 2, 2002		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
5757 N. Green Bay Ave. P.O. Box 591									
(Street)					5. If Amendment, Date of Original (Month/Day/Year)				
Milwaukee, WI 53201-0591									
(City) (State) (Zip)			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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock								6,500	D

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Ownership Form of Derivative Security: Indirect
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				(Instr. 3, 4 & 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		(Instr. 4)	(D) or Indirect (I) (Instr. 4)
				Code	V							
Phantom Stock Units/Directors' Deferred Comp Plan	1-for-1					(1)	(2)	Common Stock			5,551	D
Phantom Stock Units/Directors' Retirement Stock Plan	1-for-1	12/2/2002		A	418.56	(3)	(4)	Common Stock	418.56	\$83.62	2,438.42	D

Explanation of Responses:

- (1) The phantom stock units were accrued under the Johnson Controls Directors' Deferred Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement.
- (2) The phantom stock units were accrued under the Johnson Controls Directors' Deferred Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement.
- (3) The phantom stock units were accrued under the Johnson Controls Directors' Retirement Plan and are to be settled 100% in cash upon the reporting person's retirement.
- (4) The phantom stock units were accrued under the Johnson Controls Directors' Retirement Plan and are to be settled 100% in cash upon the reporting person's retirement.

By: /s/ Arlene D. Gumm 12/3/2002
Attorney-In-Fact for William H. Lacy Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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POWER OF ATTORNEY

Know all by these presents, that, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the undersigned, the undersigned do hereby authorize and empower the undersigned to

(1) execute for and on behalf of the undersigned (in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and any other laws, rules and regulations thereunder, and

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or appropriate in the exercise of the powers herein granted, and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the undersigned, is necessary or appropriate in the exercise of the powers herein granted.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all the acts and things hereinbefore set forth, and to execute and deliver all instruments, contracts, and documents, and to do and perform all the acts and things hereinbefore set forth, and to execute and deliver all instruments, contracts, and documents, and to do and perform all the acts and things hereinbefore set forth, and to execute and deliver all instruments, contracts, and documents, and to do and perform all the acts and things hereinbefore set forth.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a resident of the United States of America.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of December, 2002.

/s/ William H. Lacy
 Signature
 Printed Name: William H. Lacy