

VELANOVICH BOGOLJUB L
Form 4
December 09, 2002

FORM 4

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

OMB APPROVAL

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

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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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1. Name and Address of Reporting Person* Velanovich, Bogoljub L. (Last) (First) (Middle) 49200 Halyard Drive P.O. Box 8010 (Street) Plymouth, MI 48170 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol Johnson Controls, Inc. (JCI)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 12/5/02		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) Vice President	
				5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								10,649.97	D	
Common Stock								633	I	By 401(k) Plan Trust
Preferred Stock Series D								729	I	By 401(k) Plan ESOP Trust

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	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number of	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. of
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Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	action Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Date (Month/Day/ Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)
					Code	V	(A)	(D)	Date Exer-cisable	Expira- tion Date			
Phantom Stock Units/Excess Benefit Plan-Common	1-for-1						(1)	(1)	Common Stock	761		761	D
Phantom Stock Units/Excess Benefit Plan-Preferred	1-for-1						(1)	(1)	Preferred Stock Series D	165		165	D
Stock Appreciation Rights/ Tandem Stock Option ⁽²⁾	\$57.7813						11/18/00	11/18/08	Common Stock	5,000		5,000	D
Stock Option/Tandem SAR ⁽²⁾	\$57.7813						11/18/00	11/18/08	Common Stock	5,000		5,000	D
Stock Option	\$57.7813						11/18/00	11/18/08	Common Stock	5,000		5,000	D
Stock Option	\$58.4063						11/17/01	11/17/09	Common Stock	8,000		8,000	D
Stock Option	\$56.8438						11/15/02 ⁽³⁾	11/15/10	Common Stock	8,000		8,000	D
Stock Option	\$80.23						11/14/03 ⁽³⁾	11/14/11	Common Stock	8,000		8,000	D
Stock Option	\$80.595						11/20/04 ⁽³⁾	11/20/12	Common Stock	8,000		8,000	D
Phantom Stock Units/EICP	1-for-1	12/5/02		A	684.24		(4)	(4)	Common Stock	684.24	81.55	5,748.9	D
Phantom Stock Units/LTPP	1-for-1	12/5/02		A	698.96		(5)	(5)	Common Stock	698.96	81.55	1,026.98	D

Explanation of Responses:

(1) The phantom stock units were accrued under the Johnson Controls Excess Benefit Plan and are to be settled 100% in cash upon the reporting person's retirement.

(2) The stock appreciation right and the employee stock option were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.

(3) The options become exercisable two years after the grant date in 50% increments. The first 50% becomes exercisable this date and the balance becomes exercisable the following year.

(4) The phantom stock units were accrued under the Johnson Controls Executive Incentive Compensations Plan and are to be settled 100% in cash upon the reporting person's retirement.

(5) The phantom stock units were accrued under the Johnson Controls Long-Term Performance Plan and are to be settled 100% in cash upon the reporting person's retirement.

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By: /s/ Arlene D. Gumm

Attorney-In-Fact for Bogoljub L. Velanovich

**Signature of Reporting Person

12/6/2002

Date

**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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