

JOHNSON CONTROLS INC
Form 4
March 02, 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 *
KENNEDY JOHN P

(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)

03/01/2006

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)

Exec VP & Pres Controls Gp

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	15,000	D	
Common Stock				(A) or (D) Price	9,309.671 ⁽¹⁾	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 of Underlying Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date
Phantom Stock Units/Excess Benefit Plan-Common	(2)	03/01/2006		I	12,969.949	(3)	(3)
Phantom Stock Units/ LTPP	(2)	03/01/2006		I	5,846.2	(4)	(4)
Phantom Stock Units/ Restricted Stock Grant	(2)					(5)	(5)
Stock Option	\$ 28.4219					11/15/2002	11/15/2010
Stock Option	\$ 40.115					11/14/2003	11/14/2011
Stock Option	\$ 40.2975					11/20/2004	11/20/2012
Stock Option	\$ 52.55					11/19/2005	11/19/2013
Stock Option	\$ 61.69					11/17/2006 ⁽⁶⁾	11/17/2014
Stock Option	\$ 67.685					11/16/2007 ⁽⁶⁾	11/16/2015

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY JOHN P 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Exec VP & Pres Controls Gp	

Signatures

Arlene D. Gumm Attorney-In-Fact for John P.
Kennedy

03/02/2006

__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).
- The number of underlying securities is based on the stock fund balance on March 1, 2006. The actual number of shares issuable upon the
- (1) 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 March 1, 2006 stock fund price of \$71.28 per share.
- Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are
- (2) payable in cash following the reporting person's termination of employment with Johnson Controls and may be transferred by the reporting person into an alternative investment account at any time.
 - (3) 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 termination from the company.
 - (4) 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 termination from the company.
 - (5) The phantom stock units were accrued under the Johnson Controls Deferred Restricted Stock Plan and are to be settled 100% in cash upon the reporting person's termination from the company.
 - (6) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date, with the exception of retirement, when unvested options become 100% vested.

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.