

JOHNSON CONTROLS INC

Form 4

April 05, 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 *
Edwards Jeffrey S

(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. Date of Earliest Transaction
(Month/Day/Year)

04/03/2006

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	04/03/2006		A	1.304	A \$ 76.71	27,428.316 (1)	D
Common Stock	04/03/2006		M	129.173	A \$ 75.78	27,557.489	D
Common Stock	04/03/2006		D	129.173	D \$ 75.78	27,428.316	D
Common Stock						5,287.181 (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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(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Phantom Stock Units - Excess Benefit Plan	(3)					(4) (4)	Common Stock 3
Phantom Stock Units - Annual Incentive Plan	(3)					(6) (6)	Common Stock 6,3
Phantom Stock Units - Restricted Stock Plan	(8)	04/03/2006		M	129.173 (9)	(8) (8)	Common Stock 1
Stock Option	\$ 28.4219					11/15/2002 11/15/2010	Common Stock 1
Stock Option	\$ 40.115					11/14/2003 11/14/2011	Common Stock 1
Stock Option	\$ 40.2975					11/20/2004(11) 11/20/2012	Common Stock 2
Stock Option	\$ 52.55					11/19/2005(11) 11/19/2013	Common Stock 2
Stock Option	\$ 61.69					11/17/2006(11) 11/17/2014	Common Stock 3
Stock Option	\$ 67.685					11/16/2007(11) 11/16/2015	Common Stock 5

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Edwards Jeffrey S 49200 HALYARD DRIVE P.O. BOX 8010 PLYMOUTH, MI 48170	Vice President

Signatures

Arlene D. Gumm, Attorney-in-Fact for Jeffrey S. Edwards	04/05/2006
**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 2.175 shares acquired through the reinvestment of dividends on March 31, 2006, at a price of \$76.0258 per share.
The number of underlying securities is based on the stock fund balance on April 3, 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 April 3, 2006, stock fund price of \$75.78 per share.
 - (2) 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.
 - (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 retirement or other termination of service.
 - (4) Includes 1.448 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at a price of \$75.93 per phantom unit.
 - (5) The phantom stock units were accrued under the Johnson Controls Executive Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service.
 - (6) Includes 23.397 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at a price of \$75.93 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 Grant.
 - (7) These dividends relate to the 2000 restricted shares which became vested and are no longer restricted as of the 4/3/2006. The dividends were issued in cash under the terms of the Restricted Stock Plan.
 - (8) Includes 82.187 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at a price of \$75.93 per phantom unit.
 - (9) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

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.