

DAVIS SUSAN F
Form 4
January 05, 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 *
DAVIS SUSAN F

2. Issuer Name and Ticker or Trading Symbol
JOHNSON CONTROLS INC [JCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5757 N. GREEN BAY AVENUE, P.O. BOX 591
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

MILWAUKEE, WI 53201-0591

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/03/2006 | | S | | 8,500 | D | \$ 72.0406 |
| Common Stock | 01/03/2006 | | A | | 7,000 ⁽²⁾ | A | \$ 74.1 |
| Common Stock | 01/03/2006 | | M | | 116.065 | A | \$ 74.1 |
| Common Stock | 01/03/2006 | | D | | 116.065 | D | \$ 74.1 |
| Common Stock | | | | | | I | 24.2174 ⁽³⁾ |

By
401(k)
Plan

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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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units/Excess Benefit Plan-Common | (4) | | | | | (5) | (5) | Common Stock |
| Phantom Stock Units/EICP | (4) | | | | | (7) | (7) | Common Stock |
| Phantom Stock Units/LTPP | (4) | | | | | (9) | (9) | Common Stock |
| Phantom Stock Units/Restricted Stock Grant | (4) | 01/03/2006 | | M | 116.065 | (11) | (11) | 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 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAVIS SUSAN F 5757 N. GREEN BAY AVENUE | | | Vice President | |

P.O. BOX 591
MILWAUKEE, WI 53201-0591

Signatures

Arlene D. Gumm Attorney-in-Fact for Susan F.
Davis

01/05/2006

__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 52.181 shares acquired through the reinvestment of dividends on January 3, 2006, at a price of \$72.6081 per share.
- (2) Award of a restricted stock grant. Fifty percent is released from restriction in two years and 50% in four years.
- (3) The number of underlying securities is based on the stock fund balance on January 4, 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 January 4, 2006 stock fund price of \$75.17 per share. These shares reflect the reinvestment of dividends on 1/3/06 on shares held in the 401(k) plan as of the record date on 12/14/2005.
- (4) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
- (5) 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.
- (6) The 22.206 phantom stock units were acquired through the reinvestment of dividends on January 3, 2006 at a price of \$74.10 per phantom unit based on stock units held in the plan as of the record date of 12/14/2005.
- (7) The phantom stock units were accrued under the Johnson Controls Executive Incentive Compensation Plan and are to be settled 100% in cash upon retirement.
- (8) The 23.101 phantom stock units acquired through the reinvestment of dividends on January 3, 2006 at a price of \$74.10 per phantom unit based on stock units held in the plan as of the record date of 12/14/2005.
- (9) The phantom stock units were accrued under the Johnson Controls Long-Term Performance Plan and are to be settled 100% in cash upon retirement.
- (10) The 42.69 phantom stock units were acquired through the reinvestment of dividends on January 3, 2006 at a price of \$74.10 per phantom unit based on stock units held in the plan as of the record date of 12/14/2005.
- (11) 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 retirement.
- (12) The 61.149 phantom stock units were acquired through the reinvestment of dividends on January 3, 2006 at a price of \$74.10 per phantom unit.
- (13) 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.