

JOHNSON CONTROLS INC
Form 4
February 05, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS SUSAN F

(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)

02/02/2007

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)

Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/02/2007		M		50,000	A	\$ 40.2975
							109,661.251 (1) (2)
Common Stock	02/02/2007		S		50,000	D	\$ 94.753
							59,661.251 (1)
Common Stock							108.597 (3)
						I	By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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/Annual Incentive Plan	(4)					(7)	(7)	Common Stock
Phantom Stock Units/Long-Term Incentive Plan	(4)					(9)	(9)	Common Stock
Phantom Stock Units/ Restricted Stock Grant	(11)					(11)	(11)	Common Stock
Stock Option	\$ 40.2975	02/02/2007		M	50,000	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
Stock Option	\$ 71.895					10/02/2008 ⁽¹³⁾	10/02/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DAVIS SUSAN F
 5757 N. GREEN BAY AVENUE
 P.O. BOX 591
 MILWAUKEE, WI 53201-0591

Executive
 Vice
 President

Signatures

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

02/05/2007

__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 9,500 shares of restricted stock grants: 3,500 shares vest on 1/3/08; 3,500 vest on 1/3/10 and 2,500 vest on 8/1/11.
- (2) Includes 51.746 shares acquired through the reinvestment of dividends on January 3, 2007, at a price of \$87.6017 per share.
 The number of underlying securities is based on the stock fund balance on February 2, 2007. 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 an February 2, 2007 stock fund price of \$94.85 per share.
- (3) Each unit of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Units 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.
- (4) 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 of employment with the company.
- (5) Includes 1.157 phantom stock units which were acquired through the reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom unit.
- (6) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- (7) Includes 0.089 of a phantom stock unit which was acquired through the reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom unit.
- (8) The phantom stock units were accrued under the Johnson Controls Long-Term Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- (9) Includes 0.166 of a phantom stock unit which was acquired through the reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom unit.
 The phantom stock units were accrued under the Johnson Controls Deferred Restricted Stock Plan and are to be settled 100% in cash. Phantom units related to a deferred restricted stock grant are to be settled 100% in cash upon the reporting person's termination of employment with the company, pending vesting. Phantom units related to non-deferred restricted stock grants are to be settled 100% in cash upon vesting of the related grant.
- (10) Includes 64.936 phantom stock units which were acquired through the reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom unit.
- (11) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.
- (12) 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.