

KEYES JAMES H
Form 4
November 03, 2004

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 *
KEYES JAMES H

(Last) (First) (Middle)

**P.O. BOX 591, 5757 N. GREEN
BAY AVENUE**

(Street)

MILWAUKEE, WI 53201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

JOHNSON CONTROLS INC [JCI]

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

11/01/2004

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)

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)
Common Stock	10/29/2004		G	V	89,326	D	\$ 11	175,457	D	
Common Stock	11/01/2004		M		61,700	A	\$ 28.8907	237,157	D	
Common Stock	11/01/2004		S		61,700	D	\$ 57.2173	175,457	D	
Common Stock	11/02/2004		M		87,800	A	\$ 28.8907	263,257	D	
Common Stock	11/02/2004		S		87,800	D	\$ 58.0819	175,457	D	

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Common Stock	26,879.44 ⁽²⁾ I	By 401(k) Plan Trust
Common Stock	2,181.08 ⁽³⁾ I	By Spouse

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 of Underlying Securities (Instr. 3 and 4)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units / Directors' Retirement Plan	⁽⁴⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock	552.2	
Phantom Stock Units / Restricted Stock Plan	⁽⁴⁾					⁽⁷⁾ ⁽⁷⁾	Common Stock	1,681	
Stock Option	\$ 28.8907	11/01/2004		M	61,700	11/18/2000 11/18/2008	Common Stock	61,700	
Stock Option	\$ 28.8907	11/02/2004		M	87,800	11/18/2000 11/18/2008	Common Stock	87,800	
Stock Option	\$ 29.2032					11/17/2001 11/17/2009	Common Stock	300,000	
Stock Option	\$ 28.4219					11/15/2002 11/15/2010	Common Stock	500,000	
Stock Option	\$ 40.115					11/14/2003 11/14/2011	Common Stock	400,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEYES JAMES H P.O. BOX 591 5757 N. GREEN BAY AVENUE MILWAUKEE, WI 53201	X			

Signatures

Arlene D. Gumm, Attorney-in-Fact for James H. Keyes	11/03/2004
<u> </u> 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) Shares donated to a charitable trust.
- (2) The number of underlying securities is based on the stock fund balance on 11/2/2004. 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 11/2/2004 stock fund price of \$57.62 per share.
- (3) Includes 19,599 shares acquired through reinvestment of dividends on June 30 and September 30, 2004, at prices of \$53.38-\$56.81 per share.
- (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 Directors' Retirement Plan and are to be settled 100% in cash upon the reporting person's retirement from the Board of Directors.
- (6) Includes 4,488 phantom stock units acquired through the reinvestment of dividends on June 30 and September 30, 2004, at prices of \$53.38-\$56.81 per unit.
- (7) The phantom stock units were accrued under the Johnson Controls Restricted Stock Plan and are to be settled 100% in cash upon the vesting of the reporting person's restricted stock to which they relate.
- (8) Includes 338.69 phantom stock units acquired through the reinvestment of dividends on June 30 and September 30, 2004, at prices of \$53.38-\$56.81 per unit.

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.