

JOHNSON CONTROLS INC
Form 4
November 13, 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 *
WANDELL KEITH E

(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)
11/09/2006

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)
President and COO

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 or Price | | |
| Common Stock | 11/09/2006 | | M | | 7,000 A \$ 28.8907 | 82,400 | D |
| Common Stock | 11/09/2006 | | M | | 50,000 A \$ 28.4219 | 132,400 | D |
| Common Stock | 11/09/2006 | | S | | 57,000 D \$ 82.5164 | 75,400 ⁽¹⁾ | D |
| Common Stock | | | | | | 34.44 ⁽²⁾ | I By 401(k) Plan Trust |
| Common Stock | | | | | | 352 | I By Custodian For Child |

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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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units/Excess Benefit Plan-Common | (3) | | | | | (4) | (4) | Common Stock |
| Phantom Stock Units/LTPP | (3) | | | | | (5) | (5) | Common Stock |
| Phantom Stock Units/Restricted Stock Grant | (6) | | | | | (6) | (6) | Common Stock |
| Stock Option | \$ 28.8907 | 11/09/2006 | | M | 7,000 | 11/18/2000 | 11/18/2008 | Common Stock |
| Stock Option | \$ 28.4219 | 11/09/2006 | | M | 50,000 | 11/15/2002 | 11/15/2010 | Common Stock |
| Stock Option | \$ 40.115 | | | | | 11/14/2003 | 11/14/2011 | Common Stock |
| Stock Option | \$ 40.2975 | | | | | 11/20/2004 | 11/20/2012 | Common Stock |
| Stock Option | \$ 52.55 | | | | | 11/19/2005 | 11/19/2013 | Common Stock |
| Stock Option | \$ 61.69 | | | | | 11/17/2006 ⁽⁷⁾ | 11/17/2014 | Common Stock |
| Stock Option | \$ 67.685 | | | | | 11/16/2007 ⁽⁷⁾ | 11/16/2015 | Common Stock |
| Stock Option | \$ 71.895 | | | | | 10/02/2008 ⁽⁷⁾ | 10/02/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WANDELL KEITH E 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591 | | | President and COO | |

Signatures

Arlene D. Gumm Attorney-In-Fact for Keith E.
Wandell

11/13/2006

__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 60,500 shares of restricted stock grants. 48,000 shares vest on 1/3/08; 10,000 vest on 1/3/10 and 2,500 vest on 8/1/11.

The number of underlying securities is based on the stock fund balance on November 9, 2006. The actual number of shares issuable upon

(2) 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 November 9, 2006, stock fund price of \$82.45 per share.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are

(3) 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.

(5) 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 of employment.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were

(6) 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.

(7) Fifty percent of the stock option vests in two years and the balance after three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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