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JOHNSON CONTROLS INC  
Form 10-K/A  
January 27, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K/A  
AMENDMENT NO. 1

TO

/X/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the Fiscal Year Ended September 30, 2002

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from ..... to .....

Commission File Number 1-5097

JOHNSON CONTROLS, INC.

(Exact name of registrant as specified in its charter)

Wisconsin

(State of Incorporation)

39-0380010

(I.R.S. Employer Identification No.)

5757 N. Green Bay Avenue

P.O. Box 591

Milwaukee, Wisconsin

(Address of principal executive offices)

53201

(Zip Code)

Registrant's telephone number, including area code: (414) 524-1200

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, \$.16-2/3 par value	New York Stock Exchange
Rights to Purchase Common Stock	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes /X/ No / /

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. /X/

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes /X/ No / /

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Title of Each Class -----	Aggregate Market Value of Nonaffiliates' Shares as of November 30, 2002 -----	Number of Shares Outstanding November 30, 2002 -----
Common Stock, \$.16-2/3 par value	\$7,373,713,534	88,957,818
Series D Convertible Preferred Stock, \$1.00 par value, \$512,000 liquidation value	\$333,315,113	201.059

DOCUMENTS INCORPORATED BY REFERENCE

Parts I, II and IV incorporate by reference portions of the Annual Report to Shareholders for the year ended September 30, 2002.

Part III incorporates by reference portions of the Proxy Statement dated December 10, 2002.

The undersigned registrant hereby amends the following item of its Annual Report on Form 10-K for the fiscal year ended September 30, 2002, filed December 16, 2002:

EXPLANATORY STATEMENT

For the purpose of adding information regarding restricted stock grants to the executive officers named in the Summary of Compensation Table of the 2002 Proxy [and revising the matters incorporated by reference], Part III, Item 11 Executive Compensation is hereby restated in its entirety to read as set forth below:

PART III

ITEM 11 EXECUTIVE COMPENSATION

Incorporated by reference to sections entitled "Executive Compensation" and "Employment Agreements" of the 2002 Proxy.

In addition, on January 1, 2002, restricted stock and restricted share unit awards were granted to Messrs. John M. Barth, James H. Keyes, Stephen A. Roell, Giovanni Fiori and Rande S. Somma, who are the executive officers named in the Summary of Compensation Table of the 2002 Proxy, for fiscal year 2002 in the following amounts:

Name -----	Restricted stock and/or restricted share unit Value (\$)
John M. Barth	2,017,500
James H. Keyes	3,228,000
Stephen A. Roell	1,210,500
Giovanni Fiori	1,129,800
Rande S. Somma	1,129,800

Footnote:

The dollar values shown for these shares are based on the closing price of \$80.70 per share on the grant date. The shares awarded to these individuals are

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subject to restriction periods that expire on fifty percent of the shares awarded on January 2, 2004 and fifty percent of the remainder of the shares awarded on January 2, 2006, and the shares are subject to forfeiture until vested. However, earlier vesting may occur due to termination of employment by death or disability, a change in control of the Company, or action by the Compensation Committee. Dividends are paid on shares of restricted stock at the same rate as on unrestricted shares and will be subject to the same terms and conditions (including risk of forfeiture) as the restricted shares to which they relate. As of September 30, 2002, the named executive officers held the following number of shares of restricted stock and/or restricted share units, with the values noted (based on a closing price of \$76.82 on September 30, 2002): Mr. Barth -- 25,000 shares (\$1,920,500), Mr. Keyes -- 40,000 shares (\$3,072,800), Mr. Roell --15,000 shares (\$1,152,300), Mr. Fiori --14,000 shares (\$1,075,480) and Mr. Somma --14,000 shares (\$1,075,480).

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There were no restricted stock or restricted share unit awards to such persons during 2000 or 2001.

PART IV

ITEM 15 EXHIBITS, FINANCIAL STATEMENT SCHEDULE AND REPORTS ON FORM 8-K

(3) Exhibits

- 99.1 Certification of Periodic Report by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99.2 Certification of Periodic Report by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

JOHNSON CONTROLS, INC.

By /s/ Stephen A. Roell  
-----  
Stephen A. Roell  
Senior Vice President and  
Chief Financial Officer

Date: January 27, 2003

CERTIFICATIONS

I, John M. Barth, President and Chief Executive Officer of Johnson Controls, Inc., certify that:

1. I have reviewed this annual report on Form 10-K/A of Johnson Controls, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weakness in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal

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controls; and

6. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: January 27, 2003

/s/ John M. Barth

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John M. Barth  
President and Chief Executive  
Officer

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CERTIFICATIONS

I, Stephen A. Roell, Senior Vice President and Chief Financial Officer of Johnson Controls, Inc., certify that:

1. I have reviewed this annual report on Form 10-K/A of Johnson Controls, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our

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evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weakness in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: January 27, 2003

/s/ Stephen A. Roell

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Stephen A. Roell  
Senior Vice President and  
Chief Financial Officer