

JOHNSON CONTROLS INC

Form 4

August 02, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

08/01/2006

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)
Common Stock	08/01/2006		A	(A) or (D) Amount 2,500 (1) Price \$ 75.81	75,400	D	
Common Stock					34.362 (2)	I	By 401(k) Plan Trust
Common Stock					352	I	By Custodian For Child

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

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information contained in this form are not
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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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Shares
Phantom Stock Units/Excess Benefit Plan-Common	(3)					(4) (4)	Common Stock 12
Phantom Stock Units/LTPP	(3)					(6) (6)	Common Stock 10
Phantom Stock Units/Restricted Stock Grant	(3)					(8) (8)	Common Stock 1
Stock Option	\$ 28.8907					11/18/2000 11/18/2008	Common Stock
Stock Option	\$ 28.4219					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 ⁽¹⁰⁾ 11/19/2013	Common Stock 1
Stock Option	\$ 61.69					11/17/2006 ⁽¹⁰⁾ 11/17/2014	Common Stock 1
Stock Option	\$ 67.685					11/16/2007 ⁽¹⁰⁾ 11/16/2015	Common Stock 1

Reporting Owners

Reporting Owner Name / Address

Relationships

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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

08/02/2006

__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) Award of Restricted Stock Grant which vests after 5 years.

The number of underlying securities is based on the stock fund balance on August 1, 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 August 1, 2006, stock fund price of \$75.81 per share.
- (2) Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares 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.
- (3) 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.
- (4) Includes 40,916 phantom stock units acquired through the reinvestment of dividends on June 30, 2006, at a price of \$82.22 per phantom unit.
- (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.
- (6) Includes 36,644 phantom stock units acquired through the reinvestment of dividends on June 30, 2006, at a price of \$82.22 per phantom unit.
- (7) The phantom stock units were accrued as dividends under the Johnson Controls Restricted Stock Deferral Plan and are to be settled 100% in cash upon vesting of the reporting person's restricted stock to which they relate.
- (8) Includes 200,287 phantom stock units acquired through the reinvestment of dividends on June 30, 2006, at a price of \$82.22 per phantom unit.
- (9) 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.