

JOHNSON CONTROLS INC
Form 4
April 05, 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 *
Edwards Jeffrey S

(Last) (First) (Middle)
49200 HALYARD DRIVE, P.O.
BOX 8010
(Street)

PLYMOUTH, MI 48170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
JOHNSON CONTROLS INC [JCI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2006

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)
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 Ownership (Instr. 4)
Common Stock	04/03/2006		A	1.304	\$ 27,428.316 76.71 ⁽¹⁾	D	
Common Stock	04/03/2006		M	129.173	\$ 27,557.489 75.78	D	
Common Stock	04/03/2006		D	129.173	\$ 27,428.316 75.78	D	
Common Stock					5,287.181 ⁽²⁾	I	By 401(k) Plan Trust

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock Units - Excess Benefit Plan	(3)					(4)	(4)	Common Stock	3
Phantom Stock Units - Annual Incentive Plan	(3)					(6)	(6)	Common Stock	6,3
Phantom Stock Units - Restricted Stock Plan	(8)	04/03/2006		M	129.173 (9)	(8)	(8)	Common Stock	1
Stock Option	\$ 28.4219					11/15/2002	11/15/2010	Common Stock	1
Stock Option	\$ 40.115					11/14/2003	11/14/2011	Common Stock	1
Stock Option	\$ 40.2975					11/20/2004 ⁽¹¹⁾	11/20/2012	Common Stock	2
Stock Option	\$ 52.55					11/19/2005 ⁽¹¹⁾	11/19/2013	Common Stock	2
Stock Option	\$ 61.69					11/17/2006 ⁽¹¹⁾	11/17/2014	Common Stock	3
Stock Option	\$ 67.685					11/16/2007 ⁽¹¹⁾	11/16/2015	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edwards Jeffrey S 49200 HALYARD DRIVE P.O. BOX 8010 PLYMOUTH, MI 48170			Vice President	

Signatures

Arlene D. Gumm, Attorney-in-Fact for Jeffrey S. Edwards	04/05/2006
**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 2.175 shares acquired through the reinvestment of dividends on March 31, 2006, at a price of \$76.0258 per share.
The number of underlying securities is based on the stock fund balance on April 3, 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 a April 3, 2006, stock fund price of \$75.78 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 retirement or other termination of service.
- (4) Includes 1.448 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at a price of \$75.93 per phantom unit.
- (5) The phantom stock units were accrued under the Johnson Controls Executive Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service.
- (6) Includes 23.397 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at a price of \$75.93 per phantom unit.
Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were 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 Grant.
- (7) These dividends relate to the 2000 restricted shares which became vested and are no longer restricted as of the 4/3/2006. The dividends were issued in cash under the terms of the Restricted Stock Plan.
- (8) Includes 82.187 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at a price of \$75.93 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.