

JOHNSON CONTROLS INC
Form 4
August 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROELL STEPHEN A

(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)
Vice Chairman & Exec Vice Pres

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/01/2006 | | A | | 2,500 (1) | A | \$ 75.81 |
| Common Stock | | | | | 9,843.305 (2) | I | |
| | | | | | | | By 401(k) Plan Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: JOHNSON CONTROLS INC - Form 4

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Phantom Stock Units/Excess Benefit Plan-Common | (3) | | | | | (4) | (4) | Common Stock | 17,100 |
| Phantom Stock Units / Restricted Stock Grant | (3) | | | | | (6) | (6) | Common Stock | 33,200 |
| Stock Option | \$ 40.115 | | | | | 11/14/2003 | 11/14/2011 | Common Stock | 80,000 |
| Stock Option | \$ 40.2975 | | | | | 11/20/2004 | 11/20/2012 | Common Stock | 110,000 |
| Stock Option | \$ 52.55 | | | | | 11/19/2005 ⁽⁸⁾ | 11/19/2013 | Common Stock | 104,000 |
| Stock Option | \$ 61.69 | | | | | 11/17/2006 ⁽⁸⁾ | 11/17/2014 | Common Stock | 100,000 |
| Stock Option | \$ 67.685 | | | | | 11/16/2007 ⁽⁸⁾ | 11/16/2015 | Common Stock | 175,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROELL STEPHEN A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591 | X | | Vice Chairman & Exec Vice Pres | |

Signatures

Arlene D. Gumm Attorney-In-Fact for Stephen A.
Roell

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 five years.

(2) 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 an August 1, 2006, stock fund price of \$75.81 per share.

(3) The phantom stock units convert to the common stock's cash value on a one-for-one basis.

(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 retirement.

(5) Includes 840.626 phantom stock units acquired through a company match and the reinvestment of dividends on March 31 and June 30, 2006, at prices of \$75.93 and \$82.225 per phantom stock unit.

(6) The restricted stock units were awarded under the Johnson Controls Executive Deferred Restricted Plan. The units are to be settled 100% in cash upon the reporting person's retirement.

(7) Includes 613.009 phantom stock units acquired through the reinvestment of dividends on March 31 and June 30, 2006, at prices of \$75.93 and \$82.225 per phantom stock unit.

(8) Fifty percent of the options vest after two years and the remaining 50% vests 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.

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.