

DAVIS SUSAN F
Form 4
March 02, 2005

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 *
DAVIS SUSAN F

(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)

03/01/2005

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, Human Resource

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	(A) or (D)	Price
Common Stock	03/01/2005		M		50,000	A	\$ 28.4219
							108,075.49 ⁽¹⁾
Common Stock	03/01/2005		S		50,000	D	\$ 59.2634
							58,075.49
Common Stock						I	6,601.575 ⁽²⁾
							⁽³⁾
							By 401(k) Plan

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

SEC 1474 (9-02)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Excess Benefit Plan-Common	(4)					(5)	(5)	Common Stock
Phantom Stock Units/EICP	(4)					(7)	(7)	Common Stock
Phantom Stock Units/LTPP	(4)					(9)	(9)	Common Stock
Phantom Stock Units/Restricted Stock Grant	(4)					(11)	(11)	Common Stock
Stock Option	\$ 29.2032					11/17/2001	11/17/2009	Common Stock
Stock Option	\$ 28.4219	03/01/2005		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 ⁽¹³⁾	11/20/2012	Common Stock
Stock Option	\$ 52.55					11/19/2005 ⁽¹³⁾	11/19/2013	Common Stock
Stock Option	\$ 61.69					11/17/2006 ⁽¹³⁾	11/17/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DAVIS SUSAN F
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

Vice
President,
Human
Resource

Signatures

Arlene D. Gumm Attorney-in-Fact for Susan F.
Davis

03/02/2005

__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 52.139 shares acquired through the reinvestment of dividends on January 3, 2005, at a price of \$63.0295 per share.
The number of underlying securities is based on the stock fund balance on March 1, 2005. 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 March 1, 2005, stock fund price of \$59.17 per share.
- (2) Includes the reinvestment of dividends on January 3, 2005, and the company match of Johnson Controls stock in the 401(k) plan.
- (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 21.449 phantom stock units acquired through reinvestment of dividends on January 3, 2005, at a price of \$62.79 and 392.405 phantom units acquired through a company match which was automatically rolled into the account as of the end of February.
- (6) The phantom stock units were accrued under the Johnson Controls Executive Incentive Compensation Plan and are to be settled 100% in cash upon retirement.
- (7) Includes 23.934 phantom stock units acquired through reinvestment of dividends on January 3, 2005, at a price of \$62.79 per phantom unit.
- (8) The phantom stock units were accrued under the Johnson Controls Long-Term Performance Plan and are to be settled 100% in cash upon retirement.
- (9) Includes 44.228 phantom stock units acquired through reinvestment of dividends on January 3, 2005, at a price of \$62.79 per phantom unit.
- (10) The phantom stock units were accrued under the Johnson Controls Deferred Restricted Stock Plan and are to be settled 100% in cash upon the reporting person's retirement.
- (11) Includes 63.353 phantom stock units acquired through reinvestment of dividends on January 3, 2005, at a price of \$62.79 per phantom unit.
- (12) 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.