

JOHNSON CONTROLS INC

Form 4

January 31, 2007

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 *
OKARMA JEROME D

(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)

01/30/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, Secretary & Gen Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	01/30/2007		M		13,200	A	\$ 40.115	33,224	D
Common Stock	01/30/2007		S		200	D	\$ 90.21	33,024	D
Common Stock	01/30/2007		S		1,200	D	\$ 90.22	31,824	D
Common Stock	01/30/2007		S		200	D	\$ 90.23	31,624	D
Common Stock	01/30/2007		S		100	D	\$ 90.24	31,524	D

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Common Stock	01/30/2007	S	100	D	\$ 90.25	31,424	D
Common Stock	01/30/2007	S	100	D	\$ 90.269	31,324	D
Common Stock	01/30/2007	S	56	D	\$ 90.27	31,268	D
Common Stock	01/30/2007	S	600	D	\$ 90.28	30,668	D
Common Stock	01/30/2007	S	1,244	D	\$ 90.29	29,424	D
Common Stock	01/30/2007	S	200	D	\$ 90.3	29,224	D
Common Stock	01/30/2007	S	100	D	\$ 90.319	29,124	D
Common Stock	01/30/2007	S	800	D	\$ 90.32	28,324	D
Common Stock	01/30/2007	S	1,000	D	\$ 90.33	27,324	D
Common Stock	01/30/2007	S	900	D	\$ 90.34	26,424	D
Common Stock	01/30/2007	S	800	D	\$ 90.35	25,624	D
Common Stock	01/30/2007	S	200	D	\$ 90.36	25,424	D
Common Stock	01/30/2007	S	1,100	D	\$ 90.37	24,324	D
Common Stock	01/30/2007	S	400	D	\$ 90.38	23,924	D
Common Stock	01/30/2007	S	1,200	D	\$ 90.39	22,724	D
Common Stock	01/30/2007	S	1,700	D	\$ 90.4	21,024	D
Common Stock	01/30/2007	S	200	D	\$ 90.409	20,824	D
Common Stock	01/30/2007	S	500	D	\$ 90.41	20,324	D
Common Stock	01/30/2007	S	200	D	\$ 90.42	20,124	D
Common Stock	01/30/2007	S	100	D	\$ 90.459	20,024 ⁽¹⁾	D

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Common Stock	10,908.859 <u>(2)</u>	By 401(k) Plan Trust
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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)

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 (Instr. 3 and
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Excess 401(k) Plan	(3)					(4)	(4)	Common Stock
Phantom Stock Units/Restricted Stock Grant	(5)					(5)	(5)	Common Stock
Stock Option	\$ 40.115	01/30/2007		M	13,200	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(6)	11/19/2013	Common Stock
Stock Option	\$ 61.69					11/17/2006(6)	11/17/2014	Common Stock
Stock Option	\$ 67.685					11/16/2007(6)	11/16/2015	Common Stock
Stock Option	\$ 71.895					10/02/2008(6)	10/02/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

OKARMA JEROME D
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

VP,
Secretary &
Gen Counsel

Signatures

Arlene D. Gumm, Attorney-in-Fact for Jerome D.
Okarma

01/31/2007

__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 an award of 15,000 shares of restricted stock. Fifty percent is released from restriction after two years on January 2, 2008, and 50% after four years on January 2, 2010.

The number of underlying securities is based on the stock fund balance on January 29, 2007. The actual number of shares issuable upon
- (2) 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 January 29, 2007, stock fund price of \$91.32 per share.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are
- (3) 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.
- (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 termination of employment with the company.

Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were
- (5) 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.
- (6) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

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