

STARK BRIAN J
Form 4
November 23, 2004

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

OMB APPROVAL

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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 *
STARK BRIAN J

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
5757 N. GREEN BAY AVENUE, P.O. BOX 591
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2004

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Vice President

MILWAUKEE, WI 53201-0591

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 11/22/2004 | | M | | 30,000 | A | \$ 40.2975 |
| Common Stock | 11/22/2004 | | S | | 7,800 | D | \$ 61.35 |
| Common Stock | 11/22/2004 | | S | | 1,300 | D | \$ 61.36 |
| Common Stock | 11/22/2004 | | S | | 1,500 | D | \$ 61.37 |
| Common Stock | 11/22/2004 | | S | | 1,000 | D | \$ 61.38 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------------------|---|-----------------------|
| Common Stock | 11/22/2004 | S | 1,800 | D | \$ 61.39 | 43,552 | D | |
| Common Stock | 11/22/2004 | S | 15,600 | D | \$ 61.4 | 27,952 | D | |
| Common Stock | 11/22/2004 | S | 1,000 | D | \$ 61.41 | 26,952 | D | |
| Common Stock | 11/22/2004 | S | 6,252 | D | \$ 61.71 | 20,700 | D | |
| Common Stock | | | | | | 29,183.86 ⁽¹⁾ | 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)

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 / Restricted Stock Plan | ⁽²⁾ | | | | | ⁽³⁾ | ⁽³⁾ | Common Stock |
| Phantom Stock Units/Excess Benefit Plan-Common | ⁽²⁾ | | | | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock |
| Stock Option | \$ 40.2975 | 11/22/2004 | | M | 30,000 | 11/20/2004 ⁽⁵⁾ | 11/20/2012 | Common Stock |
| Stock Option | \$ 52.55 | | | | | 11/19/2005 ⁽⁵⁾ | 11/19/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| STARK BRIAN J 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591 | | | Vice President | |

Signatures

| | |
|---|------------|
| Arlene D. Gumm Attorney-In-Fact for Brian J. Stark | 11/23/2004 |
| **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).
- The number of underlying securities is based on the stock fund balance on 11/22/2004. The actual number of shares issuable upon the
- (1) 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 11/22/2004 stock fund price of \$61.86 per share.
 - (2) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
 - (3) The phantom stock units were accrued under the Johnson Controls Restricted Stock Deferral Plan and are to be settled 100% in cash upon the vesting of the reporting person's restricted stock to which they relate.
 - (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) Fifty per cent of the option vests after two years and the balance, 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.