

WANDELL KEITH E
Form 4
January 05, 2006

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 *
WANDELL KEITH E

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)
01/03/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive 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	01/03/2006		S	27,000 D \$ 72.2416	32,900	D	
Common Stock	01/03/2006		A	40,000 ⁽¹⁾ A \$ 74.1	72,900	D	
Common Stock	01/03/2006		M	1,209.864 A \$ 74.1	74,109.864	D	
Common Stock	01/03/2006		D	1,209.864 D \$ 74.1	72,900	D	
Common Stock					10,331.922 ⁽²⁾	I	By 401(k) Plan Trust

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Common Stock				352	I	By Custodian For Child
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Excess Benefit Plan-Common	(3)					(4) (4)	Common Stock	
Phantom Stock Units/LTPP	(3)					(6) (6)	Common Stock	
Phantom Stock Units/Restricted Stock Grant	(3)	01/03/2006		M	1,209.864	(8) (8)	Common Stock	
Stock Option	\$ 28.8907					11/18/2000 11/18/2008	Common Stock	
Stock Option	\$ 28.4219					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 11/20/2012	Common Stock	
Stock Option	\$ 52.55					11/19/2005 ⁽¹⁰⁾ 11/19/2013	Common Stock	
Stock Option	\$ 61.69					11/17/2006 ⁽¹⁰⁾ 11/17/2014	Common Stock	
Stock Option	\$ 67.685					11/16/2007 ⁽¹⁰⁾ 11/16/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WANDELL KEITH E 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			Executive Vice President	

Signatures

Arlene D. Gumm Attorney-In-Fact for Keith E.
Wandell

01/05/2006

**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) Award of a restricted stock grant. Fifty percent is released from restriction in two years and 50% in four years.

(2) The number of underlying securities is based on the stock fund balance on January 4, 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 January 4, 2006 stock fund price of \$75.17 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 42.264 phantom stock units acquired through the reinvestment of dividends on January 3, 2006 at price of \$74.10 per phantom unit.

(6) The phantom stock units were accrued under the Johnson Controls Long-Term Performance Plan and are to be settled 100% in cash upon the reporting person's retirement.

(7) Includes 40.357 phantom stock units acquired through the reinvestment of dividends on January 3, 2006 at price of \$74.10 per phantom unit.

(8) The phantom stock units were accrued as dividends under the Johnson Controls Restricted Stock Deferral Plan and are to be settled 100% in cash upon vesting of the reporting person's restricted stock to which they relate.

(9) Includes 176.202 phantom stock units acquired through reinvestment of dividends on January 3, 2006, at a price of \$74.10 per phantom unit.

(10) 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.

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