JOHNSON CONTROLS INC

Form 4

December 21, 2006

FORM 4

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

OMB 3235-0287 Number:

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

Stock

(Print or Type Responses)

	Address of Reporting	Symbol	er Name and Ticker or Trading SON CONTROLS INC [JCI	5. Relationship of Reporting Person(s) to Issuer			
(T. 1)	(F: 1)			(Check all applicable)			
(Last) 5757 N. GR AVENUE,	, , , ,	,	of Earliest Transaction Day/Year) 2006	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President and Treasurer			
	(Street)	4. If Am	endment, Date Original	6. Individual or Joint/Group Filing(Check			
MILWAUK	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)	D) Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	12/20/2006		M 8,000 A \$ 52.	55 15,770.147 D			
Common Stock	12/20/2006		S 6,200 D \$8	5 9,570.147 D			
Common				833 971 ⁽¹⁾ I By 401(k)			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

833.971 (1)

Plan Trust

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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. Transactic Code (Instr. 8)	5. Numlous Deriving Securities Acquires (A) or Disposes (D) (Instr. 3 and 5)	vative es ed	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	Amoun Number Shares
Phantom Stock Units - Long Term Plan	(2)						(3)	<u>(3)</u>	Common Stock	1,634
Phantom Stock Units - Excess Benefit Plan	<u>(2)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	1,799
Phantom Stock Units - Restricted Stock Grant	<u>(6)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	4,044
Stock Option	\$ 52.55	12/20/2006		M	8,	,000	11/19/2005	11/19/2013	Common Stock	8,00
Stock Option	\$ 61.69						11/17/2006(7)	11/17/2014	Common Stock	16,0
Stock Option	\$ 67.685						11/16/2007(7)	11/16/2015	Common Stock	20,0
Stock Option	\$ 71.895						10/02/2008(7)	10/02/2016	Common Stock	16,0

Reporting Owners

Reporting Owner Name / Address	Ketationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

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VOLTOLINA FRANK A 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591

Vice President and Treasurer

Signatures

Arlene D. Gumm, Attorney-in-fact for Frank A. Voltolina

12/21/2006

**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).
- The number of underlying securities is based on the stock fund balance on December 20, 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 December 20, 2006, stock fund price of \$86.50 per share.
- Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. Shares of phantom stock are 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.
- (3) The phantom stock units were accrued under the Johnson Controls Annual Incentive Plan and are to be settled 100% in cash upon the reporting person's termination of employment with the company.
- 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. Phanton stock units accrue in the plan through monthly payroll deductions once the limit has been reached in the 401(k) Plan. The Equalization Plan mirrors the company's broad-based 401(k) Plan.
- (5) Includes 202.733 phantom stock units acquired through payroll deductions in mirror-image to the 401(k) Plan.
- Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were 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.
- (7) 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.

Signatures 3