

VALANJU SUBHASH S
Form 4
December 06, 2002

FORM 4

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

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person* Valanju, Subhash S. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol Johnson Controls, Inc. (JCI)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President and Chief Information Officer		
5757 N. Green Bay Avenue P.O. Box 591			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 12/5/02		
(Street) Milwaukee, WI 53201-0591			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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												1768.682		D		
Common Stock												1,662		I	By 401(k) Plan Trust	
Preferred Stock Series D												352		I	By 401(k) Plan ESOP Trust	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed	4. Trans-	5. Number of	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Action Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Date (Month/Day/Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares			
Phantom Stock Units/Excess Benefit Plan-Common	1-for-1							(1)	(1)	Common Stock	335		335	D
Phantom Stock Units/Excess Benefit Plan-Preferred	1-for-1							(1)	(1)	Preferred Stock Series D	147		147	D
Phantom Stock Units/EICP	1-for-1	12/5/2002		A	1751.07			(2)	(2)	Common Stock	1751.07		7,269.98	D
Phantom Stock Units/ LTPP	1-for-1							(3)	(3)	Common Stock	1,214.8		1,214.8	D
Stock Option	\$45.0938							11/19/99	11/19/07	Common Stock	2,500		2,500	D
Stock Option/Tandem SAR ⁽⁴⁾	\$45.0938							11/19/99	11/19/07	Common Stock	2,500		2,500	D
Stock Appreciation Rights/Tandem Stock Option ⁽⁴⁾	\$45.0938							11/19/99	11/19/07	Common Stock	2,500		2,500	D
Stock Option	\$57.7813							11/18/00	11/18/08	Common Stock	5,000		5,000	D
Stock Option/Tandem SAR ⁽⁴⁾	\$57.7813							11/18/00	11/18/08	Common Stock	5,000		5,000	D
Stock Appreciation Rights/Tandem Stock Option ⁽⁴⁾	\$57.7813							11/18/00	11/18/08	Common Stock	5,000		5,000	D
Stock Option	\$58.4063							11/17/01	11/17/09	Common Stock	12,000		12,000	D
Stock Option	\$56.8438							11/15/02 ⁽⁵⁾	11/15/10	Common Stock	15,000		15,000	D
Stock Option	\$80.23							11/14/03 ⁽⁵⁾	11/14/11	Common Stock	11,000		11,000	D
Stock Option	\$80.595							11/20/04 ⁽⁵⁾	11/20/12	Common Stock	12,000		12,000	D

Explanation of Responses:

(1) 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.

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- (2) The phantom stock units were accrued under the Johnson Controls Executive Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement.
- (3) 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.
- (4) The stock option and the stock appreciation rights were granted in tandem. Accordingly, the exercise of one results in the surrender of the other.
- (5) The options become exercisable two years after the grant date in 50% increments. The first 50% becomes exercisable this date and the balance becomes exercisable the following year.

By: /s/ **Arlene D. Gumm** **12/6/2002**
Attorney-In-Fact for Subhash S. Valanju Date
**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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