

WANDELL KEITH E
Form 4
June 12, 2006

FORM 4

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

OMB APPROVAL

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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

(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)

06/08/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 72,900 | D | |
| Common Stock | 06/08/2006 | | I | | 10,417.604 <u>(1)</u> | D | \$ 84.09 |
| Common Stock | | | | | 352 | I | |

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

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SEC 1474 (9-02)

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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 and Amount of Underlying Security (Instr. 3 and 4) | | |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Phantom Stock Units/Excess Benefit Plan-Common | (2) | | | | | (3) | (3) | Common Stock | 12 |
| Phantom Stock Units/LTPP | (2) | | | | | (5) | (5) | Common Stock | 10 |
| Phantom Stock Units/Restricted Stock Grant | (2) | | | | | (7) | (7) | Common Stock | 8 |
| Stock Option | \$ 28.8907 | | | | | 11/18/2000 | 11/18/2008 | Common Stock | 1 |
| Stock Option | \$ 28.4219 | | | | | 11/15/2002 | 11/15/2010 | Common Stock | 5 |
| Stock Option | \$ 40.115 | | | | | 11/14/2003 | 11/14/2011 | Common Stock | 4 |
| Stock Option | \$ 40.2975 | | | | | 11/20/2004 | 11/20/2012 | Common Stock | 8 |
| Stock Option | \$ 52.55 | | | | | 11/19/2005 ⁽⁹⁾ | 11/19/2013 | Common Stock | 1 |
| Stock Option | \$ 61.69 | | | | | 11/17/2006 ⁽⁹⁾ | 11/17/2014 | Common Stock | 10 |
| Stock Option | \$ 67.685 | | | | | 11/16/2007 ⁽⁹⁾ | 11/16/2015 | Common Stock | 1 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

06/12/2006

__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) The number of underlying securities is based on the stock fund balance on June 8, 2006, at a price of \$84.09 per share. 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 fund balance includes 85.682 shares acquired through a company match and the reinvestment of dividends on March 31, 2006, at a price of 75.93.
 - (2) 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 Equalization 401(k) Benefit Plan and are to be settled 100% in cash upon the reporting person's termination of employment.
 - (4) Includes 787.591 phantom stock units acquired through the addition of shares through a company match and the reinvestment of dividends on March 31, 2006, at a price of \$75.93 per phantom unit.
 - (5) 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 termination of employment.
 - (6) Includes 39.533 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at price of \$75.93 per phantom unit.
 - (7) 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.
 - (8) Incudes 216.082 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at a price of \$75.93 per phantom unit.
 - (9) 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. 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.