

JOHNSON CONTROLS INC  
Form 4/A  
October 17, 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 \*  
ZUTZ DENISE M

(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)  
03/02/2006

4. If Amendment, Date Original Filed (Month/Day/Year)  
03/03/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/02/2006		M		16,000	A	\$ 28.4219
Common Stock	03/02/2006		M		10,000	A	\$ 40.115
Common Stock	03/02/2006		M		18,000	A	\$ 40.2975
Common Stock	03/02/2006		M		9,000	A	\$ 52.55
Common Stock	03/02/2006		S <sup>(1)</sup>		53,000	D	\$ 71.0414

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Common Stock 8,749.297 <sup>(2)</sup> I By 401(k) Plan Trust

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 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	<sup>(3)</sup>					<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	2
Phantom Stock Units / Restricted Stock Plan	<sup>(3)</sup>					<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	1
Stock Option	\$ 28.4219	03/02/2006		M	16,000	11/15/2002	11/15/2010	Common Stock	
Stock Option	\$ 40.115	03/02/2006		M	10,000	11/14/2003	11/14/2011	Common Stock	
Stock Option	\$ 40.2975	03/02/2006		M	18,000	11/20/2004	11/20/2012	Common Stock	
Stock Option	\$ 52.55	03/02/2006		M	9,000	11/19/2005 <sup>(7)</sup>	11/19/2013	Common Stock	
Stock Option	\$ 61.69					11/17/2006 <sup>(7)</sup>	11/17/2014	Common Stock	
Stock Option	\$ 67.685					11/16/2007 <sup>(7)</sup>	11/16/2015	Common Stock	

## Reporting Owners

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

## Signatures

Arlene D. Gumm Attorney-In-Fact for Denise M. Zutz	10/17/2006
<u>  </u> **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 transaction code was inadvertently listed as an exercise/conversion. This amended report is being filed to show the transaction as a sale. Total holdings were correct in the original report and the transaction was correctly reported as a disposition. The transaction code was the only erroneous information on the original report and the balance of the Form 4 was correct as filed.
  - (2) The number of underlying securities is based on the stock fund balance on March 2, 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 March 2, 2006, stock fund price of \$70.67 per share. A company matching contribution of 104.489 shares was deposited into the account.
  - (3) 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.
  - (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 a company match of 138.449 Johnson Controls phantom stock units in the Excess Benefit Plan. The company match mirrors the company match in the 401(k) Plan.
  - (6) The phantom stock units were accrued under the Johnson Controls Restricted Stock Plan and are to be settled 100% in cash upon the vesting of the reporting person's restricted stock to which they relate.
  - (7) 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.