

KENNEDY JOHN P
Form 4
November 01, 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 *
KENNEDY JOHN P

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)
10/31/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP & Pres Controls Gp

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 | 10/31/2006 | | M | | 60,000 | A | \$ 28.4219 |
| Common Stock | 10/31/2006 | | M | | 50,000 | A | \$ 40.115 |
| Common Stock | 10/31/2006 | | M | | 74,000 | A | \$ 40.2975 |
| Common Stock | 10/31/2006 | | S | | 184,000 | D | \$ 81.5477 |
| Common Stock | | | | | 9,381.878 | (2) 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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SEC 1474
(9-02)

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 | 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 Number of Shares |
| Phantom Stock Units/ Restricted Stock Grant | (3) | | | | | (3) | (3) | Common Stock | 46,8 |
| Stock Option | \$ 28.4219 | 10/31/2006 | | M | 60,000 | 11/15/2002 | 11/15/2010 | Common Stock | 60 |
| Stock Option | \$ 40.115 | 10/31/2006 | | M | 50,000 | 11/14/2003 | 11/14/2011 | Common Stock | 50 |
| Stock Option | \$ 40.2975 | 10/31/2006 | | M | 74,000 | 11/20/2004 | 11/20/2012 | Common Stock | 74 |
| Stock Option | \$ 52.55 | | | | | 11/19/2005 | 11/19/2013 | Common Stock | 80 |
| Stock Option | \$ 61.69 | | | | | 11/17/2006 ⁽⁵⁾ | 11/17/2014 | Common Stock | 100 |
| Stock Option | \$ 67.685 | | | | | 11/16/2007 ⁽⁵⁾ | 11/16/2015 | Common Stock | 100 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Exec VP & Pres Controls Gp

KENNEDY JOHN P
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201-0591

Signatures

Arlene D. Gumm Attorney-In-Fact for John P.
Kennedy

11/01/2006

__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) Shares represent an award of a restricted stock grant. Fifty percent vests on 1/2/2008 and the remaining 50% on 1/2/2010.

(2) The number of underlying securities is based on the stock fund balance on October 31, 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 October 31, 2006, stock fund price of \$81.78 per share.

(3) 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.

(4) Includes 674.962 phantom stock units acquired through the reinvestment of dividends on March 31, June 30 and September 29, 2006, at prices ranging from \$75.93 to \$82.22 per phantom unit.

(5) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date, with the exception of retirement, when unvested options become 100% vested.

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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