

VELANOVICH BOGOLJUB L

Form 4

December 04, 2002

FORM 4UNITED 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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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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www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Johnson Controls, Inc. (JCI)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Velanovich, Bogoljub L. (Last) (First) (Middle) 49200 Halyard Drive P.O. Box 8010 (Street) Plymouth, MI 48170 (City) (State) (Zip)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 12/3/2002		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Vice President <input type="checkbox"/> Other (specify below)	
					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	
			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 & 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)	
Common Stock	12/3/2002		A	29.975 A	83.4029	10,649.97	D	
Common Stock						633	I	By 401(k) Plan Trust
Preferred Stock Series D						729	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. Trans-	3A. Deemed	4. Trans-	5. Number	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. Na
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Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	action Code (Instr. 8)		of Derivative Security 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 Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Benefi- Owner (Instr. 4)
				Code	V		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	761		761	D	
Phantom Stock Units/Excess Benefit Plan-Preferred	1-for-1						(1)	(1)	Preferred Stock Series D	165		165	D	
Stock Appreciation Rights/ Tandem Stock Option ⁽²⁾	\$57.7813						11/18/00	11/18/08	Common Stock	5,000		5,000	D	
Stock Option/Tandem SAR ⁽²⁾	\$57.7813						11/18/00	11/18/08	Common Stock	5,000		5,000	D	
Stock Option	\$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	8,000		8,000	D	
Stock Option	\$56.8438						11/15/02	11/15/10	Common Stock	8,000		8,000	D	
Stock Option	\$80.23						11/14/03	11/14/11	Common Stock	8,000		8,000	D	
Stock Option	\$80.595						11/20/04	11/20/12	Common Stock	8,000		8,000	D	
Phantom Stock Units/EICP	1-for-1						(3)	(3)	Common Stock	5,064.7		5,064.7	D	
Phantom Stock Units/LTPP	1-for-1						(4)	(4)	Common Stock	328		328	D	

Explanation of Responses:

(1) The phantom stock units were accrued under the Johnson Controls Excess Benefit Plan and are to be settled 100% in cash upon the reporting person's retirement.

(2) The stock appreciation right and the employee stock option were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.

(3) The phantom stock units were accrued under the Johnson Controls Executive Incentive Compensations Plan and are to be settled 100% in cash upon the reporting person's retirement.

(4) 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.

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By: /s/ Arlene D. Gumm

Attorney-In-Fact for Bogoljub L. Velanovich

12/4/2002

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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