

Sherrill Gregg M
Form 4
January 11, 2007

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 *
Sherrill Gregg M

(Last) (First) (Middle)
5757 N. GREEN BAY AVENUE, P.O. BOX 591
(Street)

MILWAUKEE, WI 53201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

JOHNSON CONTROLS INC [JCI]

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2007

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)
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 | 01/09/2007 | | M | | 7,700 | A | \$ 28.4219 |
| Common Stock | 01/09/2007 | | M | | 17,600 | A | \$ 40.115 |
| Common Stock | 01/09/2007 | | M | | 14,700 | A | \$ 40.2975 |
| Common Stock | 01/09/2007 | | S | | 20,000 | D | \$ 84.9 |
| Common Stock | 01/09/2007 | | S | | 10,000 | D | \$ 85.1 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|--|---|----------------------------|
| Common Stock | 01/09/2007 | S | 10,000 | D | \$ 85.25 | 20,000 ⁽²⁾ | D | |
| Common Stock | 01/10/2007 | M | 5,300 | A | \$ 40.2975 | 25,300 ⁽¹⁾ | D | |
| Common Stock | 01/10/2007 | M | 20,000 | A | \$ 52.55 | 45,300 ⁽¹⁾ | D | |
| Common Stock | 01/10/2007 | M | 15,000 | A | \$ 61.69 | 60,300 ⁽¹⁾ | D | |
| Common Stock | 01/10/2007 | S | 25,300 | D | \$ 85.25 | 35,000 ⁽¹⁾ | D | |
| Common Stock | 01/10/2007 | S | 15,000 | D | \$ 85 | 20,000 ⁽²⁾ | D | |
| Common Stock | | | | | | 5,330.753 ⁽³⁾ <u>(4)</u> | I | By Trust |
| Common Stock | | | | | | 1,269.603 ⁽⁵⁾ | 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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(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 (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 |
| Phantom Stock Units/Excess 401(k) Plan | <u>(6)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Phantom Stock Units - Annual Incentive Plan | <u>(6)</u> | | | | | <u>(9)</u> | <u>(9)</u> | Common Stock |

| | | | | | | | |
|--|------------|------------|---|--------|----------------------------|------------|--------------|
| Phantom Stock Units - Long-Term Incentive Plan | (6) | | | | (11) | (11) | Common Stock |
| Phantom Stock Units - Restricted Stock Plan | (13) | | | | (13) | (13) | Common Stock |
| Stock Option | \$ 28.4219 | 01/09/2007 | M | 7,700 | 11/15/2002 | 11/15/2010 | Common Stock |
| Stock Option | \$ 40.115 | 01/09/2007 | M | 17,600 | 11/14/2003 | 11/14/2011 | Common Stock |
| Stock Option | \$ 40.2975 | 01/09/2007 | M | 14,700 | 11/20/2004 | 11/20/2012 | Common Stock |
| Stock Option | \$ 40.2975 | 01/10/2007 | M | 5,300 | 11/20/2004 | 11/20/2012 | Common Stock |
| Stock Option | \$ 52.55 | 01/10/2007 | M | 20,000 | 11/19/2005 | 11/19/2013 | Common Stock |
| Stock Option | \$ 61.69 | 01/10/2007 | M | 15,000 | 11/17/2006 ⁽¹⁵⁾ | 11/17/2014 | Common Stock |
| Stock Option | \$ 67.685 | | | | 11/16/2007 ⁽¹⁵⁾ | 11/16/2015 | Common Stock |
| Stock Option | \$ 71.895 | | | | 10/02/2008 ⁽¹⁵⁾ | 10/01/2016 | Common Stock |

Reporting Owners

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

Signatures

Arlene D. Gumm, Attorney-in-Fact for Gregg M. Sherrill

01/11/2007

**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) Includes restricted stock which will vest as follows, subject to continued employment: 12,500 on 1/2/08 and 7,500 on 1/2/10.

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(2) Represents restricted stock which will vest as follows, subject to continued employment: 12,500 on 1/2/08 and 7,500 on 1/2/10. The reporting person has announced his termination of employment with Johnson Controls, Inc., as of January 15, 2007. At that time, these restricted stock shares will be cancelled.

(3) Since the date of the reporting person's last ownership report, he transferred 1367 shares of Johnson Controls common stock to his ex-spouse pursuant to a domestic relations order. The reporting person no longer reports as beneficially owner any securities owned by his ex-spouse.

(4) Includes 20.306 shares acquired through the reinvestment of dividends on January 3, 2007, at a price of \$86.30 per share.

(5) The number of underlying securities is based on the stock fund balance on January 10, 2007. 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 January 10, 2007, stock fund price of \$85.30 per share.

(6) 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.

(7) 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 or other termination of service.

(8) Includes 2.429 phantom stock units acquired through reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom unit.

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

(10) Includes 16.565 phantom stock units acquired through reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom unit.

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

(12) Includes 26.432 phantom stock units acquired through reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom unit.

(13) 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.

(14) Includes 78.343 phantom stock units acquired through reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom unit.

(15) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

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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