

BARTH JOHN M
Form 4
January 07, 2005

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 *
BARTH JOHN 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)
01/03/2005

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)
Chairman, CEO & 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 126,220 | I | By John Barth Trust |
| Common Stock | | | | | 110,204 | I | By Eileen Barth Trust |
| Common Stock | | | | | 14,929.11 ⁽¹⁾ | I | By 401(k) Plan |

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

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number.

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 Underlying (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units/Restricted Stock Grant | (2) | | | | | (3) | (3) | Common Stock |
| Phantom Stock Units/LTPP | (2) | 01/03/2005(5) | 01/05/2005(6) | A | 12,844.86 | (7) | (7) | Common Stock |
| Phantom Stock Units/Excess Benefit Plan - Common | (2) | | | | | (9) | (9) | Common Stock |
| Stock Option | \$ 28.4219 | | | | | 11/15/2002 | 11/15/2010 | Common Stock |
| Stock Option | \$ 40.115 | | | | | 11/14/2003 | 11/14/2011 | Common Stock |
| Stock Option | \$ 40.2975 | | | | | 11/20/2004(11) | 11/20/2012 | Common Stock |
| Stock Option | \$ 52.55 | | | | | 11/19/2005(11) | 11/19/2013 | Common Stock |
| Stock Option | \$ 61.69 | | | | | 11/17/2006(11) | 11/17/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARTH JOHN M 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201 | X | | Chairman, CEO & President | |

Signatures

Arlene D. Gumm, Attorney-in-fact for John M.
Barth

01/07/2005

__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 1/6/2005. 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 an 1/6/2005 stock fund price of \$61.23 per share.
 - (2) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
 - (3) The phantom stock units were accrued under the Johnson Controls Deferred Restricted Stock Plan and are to be settled 100% in cash upon the reporting person's retirement.
 - (4) Includes 530.638 phantom stock units acquired through the reinvestment of dividends on January 3, 2005, at a price of \$62.79 per phantom unit.
 - (5) Date on which the shares allocable to insider's account became fixed. Acquisition qualifies for exemption under Rule 10b5-1(c).
 - (6) Date notification received from the trustee of the plan.
 - (7) 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.
 - (8) Includes 211.296 phantom stock units acquired through the reinvestment of dividends on January 3, 2005, at a price of \$62.79 per phantom unit.
 - (9) 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.
 - (10) Includes 118.788 phantom stock units acquired through the reinvestment of dividends on January 3, 2005, at a price of \$62.79 per phantom unit.
 - (11) 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.