

ZUTZ DENISE M
Form 4/A
February 06, 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 *
ZUTZ DENISE M

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)
01/03/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

MILWAUKEE, WI 53201-0591
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/05/2006

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 | 11/25/2005 | | G | V | 143 | D | \$ 0 62,132 |
| Common Stock | 01/03/2006 | | F | | 2,402 | D | \$ 74.1 59,730 |
| Common Stock | 01/03/2006 | | A | | 7,000 ⁽¹⁾ | A | \$ 74.1 66,730 |
| Common Stock | 01/03/2006 | | M | | 298.106 ⁽²⁾ | A | \$ 74.1 67,028.106 |
| Common Stock | 01/03/2006 | | D | | 298.106 ⁽²⁾ | D | \$ 74.1 66,730 |

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Common Stock 8,644.808 ⁽³⁾ 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 Underlying Security (Instr. 3 and 4) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Units/Excess Benefit Plan | ⁽⁴⁾ | | | | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock |
| Phantom Stock Units / Restricted Stock Plan | ⁽⁴⁾ | 01/03/2006 | | M | 298.106 | ⁽⁷⁾ | ⁽⁷⁾ | 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 | 11/20/2012 | Common Stock |
| Stock Option | \$ 52.55 | | | | | 11/19/2005 ⁽⁸⁾ | 11/19/2013 | Common Stock |
| Stock Option | \$ 61.69 | | | | | 11/17/2006 ⁽⁸⁾ | 11/17/2014 | Common Stock |
| Stock Option | \$ 67.685 | | | | | 11/16/2007 ⁽⁸⁾ | 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

02/06/2006

__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) Award of a restricted stock grant. Fifty percent vests in two years and the balance after four years.
- (2) Amended form to correct the number of shares issued for the vesting of the restricted stock dividends, which were paid in cash to the insider upon vesting.

The number of underlying securities is based on the stock fund balance on January 4, 2006 The actual number of shares issuable upon the
- (3) 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 4, 2006, stock fund price of \$75.17 per share.
- (4) The phantom stock units convert to the common stock's cash value on a one-to-one basis.
- (5) 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.
- (6) Includes 10,504 phantom stock units acquired through the reinvestment of dividends on January 3, 2006, at a price of \$74.10 per phantom unit.
- (7) 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.
- (8) 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.