

JOHNSON CONTROLS INC
Form 4
December 06, 2002

FORM 4

UNITED 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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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s)					
McDonald, R. Bruce			Johnson Controls, Inc. (JCI)			to Issuer (Check all applicable)					
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year December 5, 2002			<input type="checkbox"/> Director	—	
5757 N. Green Bay Avenue									<input checked="" type="checkbox"/> 10% Owner		
P.O. Box 591									Vice President and Corporate Controller		
(Street)						5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)		
Milwaukee, WI 53201-0591									<input checked="" type="checkbox"/> Form filed by One Reporting Person		
									<input type="checkbox"/> Form filed by More than One Reporting Person		

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)	
			Code	V	Amount	(A) or (D)	Price										
Common Stock													33		D		

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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security:	11. of Be Ov (In
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	Year)	Year)	(D)		Date	Expira- tion Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)
			(Instr. 3, 4 & 5)	(A)						
Phantom Stock Units / Excess Benefit Plan-Common	1-for-1				(1)	(1)	Common Stock	31	31	D
Stock Option	\$80.12				11/26/03 ⁽²⁾	11/26/11	Common Stock	30,000	30,000	D
Stock Option	\$80.595				11/20/04 ⁽²⁾	11/20/12	Common Stock	10,000	10,000	D
Phantom Stock Units/LTPP	1-for-1	12/5/02	A	1,416.31	(3)	(3)	Common Stock	1,416.31	81.55 1,416.31	D

Explanation of Responses:

- (1) Phantom stock units accrued under the Johnson Controls Equalization 401(k) Benefit Plan are to be settled 100% in cash upon the reporting person's retirement.
- (2) The options become exercisable two years after the grant date in 50% increments. The first 50% become exercisable this date and the balance becomes exercisable the following year.
- (3) 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.

By: /s/ Arlene D. Gumm 12/6/2002
Attorney-In-Fact for R. Bruce McDonald 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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