

Sherrill Gregg M
Form 4/A
January 09, 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 *
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)
01/03/2006

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

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)
Common Stock	01/03/2006		S	V Amount 5,000 D Price \$ 72.3	7,000	D	
Common Stock	01/03/2006		A ⁽²⁾	V Amount 15,000 A Price \$ 74.1	22,000	D	
Common Stock	01/03/2006		M ⁽²⁾	V Amount 165.808 A Price \$ 74.1	22,165.808	D	
Common Stock	01/03/2006		D ⁽²⁾	V Amount 165.808 D Price \$ 74.1	22,000	D	
Common Stock					786.35 ⁽³⁾	I	By Trust

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Common Stock 1,170.37 ⁽⁴⁾ 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Excess - 401(k) Plan	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock
Phantom Stock Units - EICP	<u>(5)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock
Phantom Stock Units - LTPP	<u>(5)</u>					<u>(10)</u>	<u>(10)</u>	Common Stock
Phantom Stock Units - Restricted Stock Plan	<u>(5)</u>	01/03/2006		M	165.808	<u>(12)</u>	<u>(12)</u>	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 ⁽¹⁴⁾	11/20/2012	Common Stock
Stock Option	\$ 52.55					11/19/2005 ⁽¹⁴⁾	11/19/2013	Common Stock
Stock Option	\$ 61.69					11/17/2006 ⁽¹⁴⁾	11/17/2014	Common Stock

Stock Option \$ 67.685

11/16/2007⁽¹⁴⁾ 11/16/2015Common
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

01/09/2006

**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 is released from restriction in two years and 50% in four years.
- (2) The reporting person is amending the Form 4 originally filed to report this restricted stock grant and the conversion of dividends being paid out from the lifting of a restricted grant from 2004.
- (3) Includes 3.178 shares acquired through the reinvestment of dividends on January 3, 2006 at a price of \$72.91 per share.
- (4) The number of underlying securities is based on the stock fund balance on January 4, 2006. 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 the January 4, 2006, stock fund price of \$75.17 per share.
- (5) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
- (6) 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.
- (7) Includes 1.249 phantom stock units acquired through the reinvestment of dividends on January 3, 2006 at a price of \$74.10 per phantom unit.
- (8) The phantom stock units were accrued under the Johnson Controls Executive Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement.
- (9) Includes 16.051 phantom stock units acquired through the reinvestment of dividends on January 3, 2006 at a price of \$74.10 per phantom unit.
- (10) 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.
- (11) Includes 25.612 phantom stock units acquired through the reinvestment of dividends on January 3, 2006 at a price of \$74.10 per phantom unit.
- (12) 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.
- (13) Includes 46.904 phantom stock units acquired through the reinvestment of dividends on January 3, 2006 at a price of \$74.10 per phantom unit.
- (14) 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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