

WANDELL KEITH E
Form 4
March 20, 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 *
WANDELL KEITH E

(Last) (First) (Middle)

5757 N. GREEN BAY AVENUE, P.O. BOX 591

(Street)

MILWAUKEE, WI 53201-0591

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

JOHNSON CONTROLS INC [JCI]

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

03/16/2007

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)

President and COO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/16/2007		M		40,000	A	\$ 40.115
					115,400 ⁽¹⁾	D	
Common Stock	03/16/2007		M		35,500	A	\$ 40.2975
					150,900 ⁽¹⁾	D	
Common Stock	03/16/2007		S		75,500	D	\$ 94.9
					75,400 ⁽¹⁾	D	
Common Stock	03/19/2007		M		48,500	A	\$ 40.2975
					123,900 ⁽¹⁾	D	
Common Stock	03/19/2007		S		48,500	D	\$ 95
					75,400 ⁽¹⁾	D	

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Common Stock	145.107 ⁽²⁾	I	By 401(k) Plan Trust
Common Stock	352	I	By Custodian For Child

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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units/Excess Benefit Plan-Common	⁽³⁾					⁽⁴⁾	⁽⁴⁾	Common Stock
Phantom Stock Units/LTPP	⁽³⁾					⁽⁶⁾	⁽⁶⁾	Common Stock
Phantom Stock Units/Restricted Stock Grant	⁽⁸⁾					⁽⁸⁾	⁽⁸⁾	Common Stock
Stock Option	\$ 40.115	03/16/2007		M	40,000	11/14/2003	11/14/2011	Common Stock
Stock Option	\$ 40.2975	03/16/2007		M	35,500	11/20/2004	11/20/2012	Common Stock
Stock Option	\$ 40.2975	03/19/2007		M	48,500	11/20/2004	11/20/2012	Common Stock
Stock Option	\$ 52.55					11/19/2005	11/19/2013	Common Stock
Stock Option	\$ 61.69					11/17/2006 ⁽¹⁰⁾	11/17/2014	Common Stock
Stock Option	\$ 67.685					11/16/2007 ⁽¹⁰⁾	11/16/2015	Common Stock

Stock Option \$ 71.895

10/02/2008⁽¹⁰⁾ 10/02/2016Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WANDELL KEITH E 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			President and COO	

Signatures

Arlene D. Gumm Attorney-In-Fact for Keith E. Wandell	03/20/2007
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**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 60,500 shares of restricted stock grants. 48,000 shares vest on 1/3/08; 10,000 vest on 1/3/10 and 2,500 vest on 8/1/11.
The number of underlying securities is based on the stock fund balance on March 19, 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 March 19, 2007, stock fund price of \$95.03 per share. Balance includes 110.432 shares for a company match which was contributed to the plan on February 22, 2007, at a price of \$99.21 per share.
- (2) 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.
- (3) 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 termination of employment.
- (4) Includes 46.505 phantom stock units acquired through the reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom stock unit.
- (5) 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 termination of employment.
- (6) Includes 41.649 phantom stock units acquired through the reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom stock unit.
- (7) 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.
- (8) Includes 237.292 phantom stock units acquired through the reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom stock unit.
- (9) Fifty percent of the stock option vests in two years and the balance 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. 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.