

OKARMA JEROME D
Form 4
January 30, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
OKARMA JEROME D

(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)

01/26/2007

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)

VP, Secretary & Gen Counsel

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	12/21/2006		G	V 115 D \$ 0	20,024	D	
Common Stock	01/26/2007		M	16,000 A \$ 28.4219	36,024	D	
Common Stock	01/26/2007		S	5,000 D \$ 92	31,024	D	
Common Stock	01/26/2007		S	400 D \$ 92.02	30,624	D	
Common Stock	01/26/2007		S	200 D \$ 92.04	30,424	D	

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Common Stock	01/26/2007	S	200	D	\$ 92.05	30,224	D	
Common Stock	01/26/2007	S	2,600	D	\$ 92.1	27,624	D	
Common Stock	01/26/2007	S	5,065	D	\$ 92.2	22,559	D	
Common Stock	01/26/2007	S	35	D	\$ 92.21	22,524	D	
Common Stock	01/26/2007	S	2,500	D	\$ 92.3	20,024	D	
Common Stock	01/29/2007	M	800	A	\$ 40.115	20,824	D	
Common Stock	01/29/2007	S	800	D	\$ 92	20,024 ⁽¹⁾	D	
Common Stock						10,908.859 ₍₂₎	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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SEC 1474
(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>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock
Phantom Stock Units/Restricted Stock Grant	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock
Stock Option	\$ 28.4219	01/26/2007		M	16,000	11/15/2002	11/15/2010	Common Stock

Stock Option	\$ 40.115	01/29/2007	M	800	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
Stock Option	\$ 71.895				10/02/2008 ⁽⁸⁾	10/02/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKARMA JEROME D 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591			VP, Secretary & Gen Counsel	

Signatures

Arlene D. Gumm, Attorney-in-Fact for Jerome D. Okarma	01/30/2007
**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 an award of 15,000 shares of restricted stock. Fifty percent is released from restriction after two years on January 2, 2008, and 50% after four years on January 2, 2010.
- (2) The number of underlying securities is based on the stock fund balance on January 29, 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 January 29, 2007, stock fund price of \$91.32 per share.
- (3) 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.
- (4) 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 with the company.
- (5) Includes 9,892 phantom stock units acquired through the reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom stock unit.
- (6) 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.

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- (7) Represents 58.274 phantom stock units acquired through the reinvestment of dividends on January 3, 2007, at a price of \$85.88 per phantom stock unit.
- (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.

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