

STARK BRIAN J
Form 4/A
January 19, 2005

FORM 4

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

OMB APPROVAL

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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 *
STARK BRIAN J

(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)

01/14/2005

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

01/18/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/14/2005 | | M | | 594.106 (1) | A | (2) |
| Common Stock | 01/14/2005 | | D | | 594.106 (1) | D | \$ 61.24 |
| Common Stock | | | | | 29,315.36 | (3) | I |

By 401 (k) Plan Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Phantom Stock Units / Restricted Stock Plan | (2) | | | | | (4) | (4) | Common Stock | 5 |
| Phantom Stock Units/Excess Benefit Plan-Common | (2) | 01/14/2005 | | M | 594.106 (1) | (6) | (6) | Common Stock | 5 |
| Stock Option | \$ 40.2975 | | | | | 01/03/2005 | 11/20/2012 | Common Stock | 3 |
| Stock Option | \$ 52.55 | | | | | 01/03/2005 | 11/19/2013 | Common Stock | 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| STARK BRIAN J 5757 N. GREEN BAY AVENUE P.O. BOX 591 MILWAUKEE, WI 53201-0591 | | | Vice President | |

Signatures

| | |
|--|------------|
| Arlene D. Gumm Attorney-In-Fact for Brian J. Stark | 01/19/2005 |
| **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) Original Form 4 filing reported the conversion of 5,941.06 phantom stock units to the cash equivalent upon the reporting person's retirement from the company. The reporting person elected a 10-year payout from the plan and the amount paid at this time is for 594.106

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phantom stock units rather than the entire balance in the phantom stock account, as reported on the original Form 4 filed 1/18/2005.

- (2) The phantom stock units convert to the common stock's cash value on a one-for-one basis.

The number of underlying securities is based on the stock fund balance on 1/14/2005. 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 an 1/14/2005 stock fund price of \$61.24 per share.

- (4) The phantom stock units were accrued under the Johnson Controls Restricted Stock Deferral Plan and are to be settled 100% in cash upon the vesting of the reporting person's restricted stock to which they relate.

- (5) Includes 79.576 phantom stock units acquired through reinvestment of dividends on January 3, 2005 at a price of \$62.79 per phantom unit.

The phantom stock units were accrued under the Johnson Controls Equalization 401(k) Benefit plan and are to be settled 100% in cash

- (6) upon the reporting person's retirement. The reporting person has now retired and this represents the first payout of 10 equal yearly installments of the phantom stock in this plan.

- (7) Includes 23.561 phantom stock units acquired through reinvestment of dividends on January 3, 2005 at a price of \$62.79 per phantom unit.

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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