

JOHNSON CONTROLS INC

Form 4

April 04, 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 *
BARNETT ROBERT L

(Last) (First) (Middle)

**5757 N. GREEN BAY AVE., 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)
03/31/2006

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)

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)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					3,656	D	

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)**

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units / Directors' Deferred Compensation Plan	<u>(1)</u>	03/31/2006		A		172.86		<u>(2)</u>	<u>(2)</u>	Common Stock	172.86
Phantom Stock Units / Directors' Retirement Plan	<u>(1)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	11,459

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNETT ROBERT L 5757 N. GREEN BAY AVE. P.O. BOX 591 MILWAUKEE, WI 53201-0591	X			

Signatures

Arlene D. Gumm Attorney-In-Fact for Robert L. Barnett 04/04/2006

__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) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
- (2) The phantom stock units were accrued under the Johnson Controls Directors' Deferred Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement.
- (3) Pursuant to a domestic relations order and Rule 16a-1(a)(2), for purposes of Section 16 of the Securities Exchange Act of 1934, the reporting person disclaims beneficial ownership of 24,973.381 units of the phantom stock in the Deferred Compensation Plan account.
- (4) Includes 732.933 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at a price of \$75.93 per phantom unit.
- (5)

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The phantom stock units were accrued under the Johnson Controls Directors' Retirement Plan and are to be settled 100% in cash upon the reporting person's retirement.

- (6) Pursuant to a domestic relations order and Rule 16a-1(a)(2), for purposes of Section 16 of the Securities Exchange Act of 1934, the reporting person disclaims beneficial ownership of 4395.93 units of the phantom stock in the Deferred Compensation Plan account.
- (7) Includes 42.101 phantom stock units acquired through the reinvestment of dividends on March 31, 2006, at a price of \$75.93 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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