

ROSE DARLENE
Form 4/A
February 06, 2006

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 *
ROSE DARLENE

(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)
01/03/2006

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)
Senior 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 | (A) or (D) | Price | |
| Common Stock | 01/03/2006 | | M | | 223.282 | A | \$ 74.1 | 4,536.159 ⁽¹⁾ D |
| Common Stock | 01/03/2006 | | D | | 223.282 | D | \$ 74.1 | 4,312.877 ⁽²⁾ D |
| Common Stock | 01/03/2006 | | F | | 1,240 | D | \$ 74.1 | 3,072.877 D |
| Common Stock | 01/03/2006 | | Z | | 2,260 | D | ⁽³⁾ | 812.877 D |
| Common Stock | 10/31/2005 | | G | | 148 | D | ⁽⁴⁾ | 17,048.162 ⁽²⁾ ⁽⁵⁾ I By Family Trust |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----|------------|-------|-----------------|
| Common Stock | 01/03/2006 | Z | 2,260 | A | (3) | 19,308.162 | I | By Family Trust |
| Common Stock | | | | | | 6,939.674 | (6) I | By 401(k) Plan |

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/Restricted Stock Dividends | (7) | 01/03/2006 | | M | 223.282 | (8) (8) | Common Stock | |
| Phantom Stock Units/Excess Benefit Plan | (7) | | | | | (10) (10) | Common Stock | |
| Stock Option | \$ 40.115 | | | | | 11/14/2003 11/14/2011 | Common Stock | |
| Stock Option | \$ 40.2975 | | | | | 11/20/2004(12) 11/20/2012 | Common Stock | |
| Stock Option | \$ 52.55 | | | | | 11/19/2005(12) 11/19/2013 | Common Stock | |
| Stock Option | \$ 61.69 | | | | | 11/17/2006(12) 11/17/2014 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSE DARLENE 5757 N. GREEN BAY AVENUE P.O. BOX 591 | | | Senior Vice President | |

MILWAUKEE, WI 53201-0591

Signatures

Arlene D. Gumm Attorney-In-Fact for Darlene
Rose

02/06/2006

__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) Includes 9.829 shares of stock acquired through the reinvestment of dividends on September 30, 2005 and January 3, 2006, at prices ranging from \$62.0622 to \$72.6081 per share.
- (2) Amended to clarify holdings which were listed twice on original filing and to include the transfer of shares to the family trust.
- (3) Transfer of shares from single ownership to a family trust.
- (4) Gift of stock to a charity.
- (5) Includes 277.098 shares of stock acquired through the reinvestment of dividends on September 30, 2005 and January 3, 2006, at prices ranging from \$62.0622 to \$72.6081 per share.
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 a January 4, 2006, stock fund price of \$75.17 per share.
- (7) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
- (8) The phantom stock units were accrued through the reinvestment of dividends under the Johnson Controls Restricted Stock Plan. The units will be settled 100% in cash upon the vesting of the insider's restricted stock on January 2, 2006.
- (9) Includes 45.228 phantom stock units acquired through the reinvestment of dividends on September 30, 2005 and January 3, 2006 at prices ranging from \$62.05 to \$74.10 per phantom unit.
- (10) 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.
- (11) Includes 10.453 phantom stock units acquired through the reinvestment of dividends on September 30, 2005 and January 3, 2006, at prices ranging from \$62.05 to \$74.10 per phantom unit.
- (12) 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. 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.