

Edwards Jeffrey S
Form 4
March 04, 2005

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 *
Edwards Jeffrey S

2. Issuer Name and Ticker or Trading Symbol
JOHNSON CONTROLS INC [JCI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
49200 HALYARD DRIVE, P.O. BOX 8010
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

PLYMOUTH, MI 48170

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/01/2005 | 03/03/2005 | A | 1.688 A \$ 59.2855 | 14,135.084 | D | |
| Common Stock | | | | | 5,144.327 ⁽¹⁾ ₍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)

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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 - Excess Benefit Plan | (3) | 02/28/2005 | 03/03/2005 | A | 143.646 | (4) | (6) | Common Stock | 14 |
| Phantom Stock Units - EICP | (3) | | | | | (6) | (6) | Common Stock | 6,2 |
| Phantom Stock Units - Restricted Stock Plan | (3) | | | | | (7) | (7) | Common Stock | 24 |
| Stock Option | \$ 28.4219 | | | | | 11/15/2002 | 11/15/2010 | Common Stock | 1 |
| Stock Option | \$ 40.115 | | | | | 11/14/2003 | 11/14/2011 | Common Stock | 1 |
| Stock Option | \$ 40.2975 | | | | | 11/20/2004(8) | 11/20/2012 | Common Stock | 20 |
| Stock Option | \$ 52.55 | | | | | 11/19/2005(8) | 11/19/2013 | Common Stock | 20 |
| Stock Option | \$ 61.69 | | | | | 11/17/2006(8) | 11/17/2014 | Common Stock | 30 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Jeffrey S 49200 HALYARD DRIVE P.O. BOX 8010 | | | Vice President | |

PLYMOUTH, MI 48170

Signatures

Arlene D. Gumm, Attorney-in-Fact for Jeffrey S.
Edwards

03/04/2005

__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).

The number of underlying securities is based on the stock fund balance on March 3, 2005. The actual number of shares issuable upon the
- (1) 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 3, 2005 stock fund price of \$57.16 per share.
 - (2) Includes 132.53 shares acquired due to the yearly company match under Johnson Controls 401(k) plan since the date of the reporting person's last ownership report.
 - (3) The phantom stock units convert to the common stock's cash value on a one-for-one basis.
 - (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 retirement or other termination of service.
 - (5) Company yearly match.
 - (6) The phantom stock units were accrued under the Johnson Controls Executive Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or other termination of service.
 - (7) 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 Grant.
 - (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. 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.