

KEYES JAMES H
Form 4
January 18, 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 *
KEYES JAMES H

(Last) (First) (Middle)

P.O. BOX 591, 5757 N. GREEN
BAY AVENUE

(Street)

MILWAUKEE, WI 53201

(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)

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)
			Code	V	Amount or Price		
Common Stock	01/14/2005		M		554.402 A <u>(3)</u>	176,011.402	D
Common Stock	01/14/2005		D		554.402 D \$ 61.24	175,457	D
Common Stock					26,929.17 <u>(1)</u>	I	By 401(k) Plan Trust
Common Stock					2,185.29 <u>(2)</u>	I	By Spouse

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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Phantom Stock Units / Directors' Retirement Plan	(3)	01/14/2005		M	554.402	(4) (4)		Common Stock	554
Phantom Stock Units / Restricted Stock Plan	(3)					(6) (6)		Common Stock	1,84
Stock Option	\$ 29.2032					11/17/2001 11/17/2009		Common Stock	300
Stock Option	\$ 28.4219					11/15/2002 11/15/2010		Common Stock	500
Stock Option	\$ 40.115					11/14/2003 11/14/2011		Common Stock	400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEYES JAMES H P.O. BOX 591 5757 N. GREEN BAY AVENUE MILWAUKEE, WI 53201	X			

Signatures

Arlene D. Gumm, Attorney-in-Fact for James H. Keyes
01/18/2005

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

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

(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 Directors' Retirement Plan and are to be settled 100% in cash upon the reporting person's retirement from the Board of Directors. The reporting person has now retired from the Board of Directors and this is the payout of the stock units held in the plan.

(5) Includes 2.199 phantom stock units acquired through reinvestment of dividends on January 3, 2005, at a price of \$62.79 per phantom unit.

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

(7) Includes 165.956 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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