

STARK BRIAN J
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 *
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)

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	(A) or (D)	Price
Common Stock	01/14/2005		M		5,941.06	A	26,641.06
Common Stock	01/14/2005		D		5,941.06	D	\$ 61.24
Common Stock					29,315.36	I	(1)

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)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units / Restricted Stock Plan	(2)					(3)	(3)	Common Stock
Phantom Stock Units/Excess Benefit Plan-Common	(2)	01/14/2005		M	5,941.06	(5)	(5)	Common Stock
Stock Option	\$ 40.2975					01/03/2005	11/20/2012	Common Stock
Stock Option	\$ 52.55					01/03/2005	11/19/2013	Common Stock

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	01/18/2005
**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

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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 phantom stock units convert to the common stock's cash value on a one-for-one basis.
- (3) 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.
- (4) 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 upon the reporting person's retirement. The reporting person has now retired and this represents the payout of the phantom stock in this plan.
- (5) Includes 23.561 phantom stock units acquired through reinvestment of dividends on January 3, 2005 at a price of \$62.79 per phantom unit.
- (6)

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.