

Su Michael D
Form 4
January 25, 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 *
Su Michael D

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)
5757 N. GREEN BAY AVENUE, P.O. BOX 591
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2005

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

MILWAUKEE, WI 53201

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 01/21/2005 | | M | 12,000 A \$ 28.8907 | 12,000 | D | |
| Common Stock | 01/21/2005 | | D | 12,000 D \$ 60.145 0 | 0 | D | |
| Common Stock | | | | | 1,344.344 ⁽¹⁾ | 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 - EICP | (2) | | | | | (3) | (3) | Common Stock | 9 |
| Phantom Stock Units - LTPP | (2) | | | | | (5) | (5) | Common Stock | 9 |
| Stock Appreciation Rights (7) | \$ 28.8907 | 01/21/2005 | | M | 12,000 | 11/18/2000 | 11/18/2008 | Common Stock | |
| Stock Appreciation Rights (7) | \$ 29.2032 | | | | | 11/17/2001 | 11/17/2009 | Common Stock | |
| Stock Appreciation Rights (7) | \$ 40.115 | | | | | 11/14/2003 | 11/14/2011 | Common Stock | |
| Stock Appreciation Rights (7) | \$ 40.2975 | | | | | 11/20/2004(8) | 11/20/2012 | Common Stock | |
| Stock Appreciation Rights (7) | \$ 52.55 | | | | | 11/19/2005(8) | 11/19/2013 | Common Stock | |
| Stock Appreciation Rights (7) | \$ 61.69 | | | | | 11/17/2006(8) | 11/17/2014 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | |

Su Michael D
5757 N. GREEN BAY AVENUE
P.O. BOX 591
MILWAUKEE, WI 53201

Vice
President

Signatures

Arlene D. Gumm, Attorney-in-Fact for Michael
D. Su

01/25/2005

__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 January 24, 2005. The actual number of shares issuable upon
- (1) 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 24, 2005, stock fund price of \$59.00 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 Executive Incentive Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement.
 - (4) Includes 3.934 phantom stock units acquired through the reinvestment of dividends on January 3, 2005, at a price of \$63.29 per unit.
 - (5) The phantom stock units were accrued under the Johnson Controls Long-Term Performance Plan and are to be settled 100% in cash upon the reporting person's retirement.
 - (6) Includes 37.227 phantom stock units acquired through the reinvestment of dividends on January 3, 2005, at a price of \$63.29 per unit.
 - (7) The options were granted as Stock Appreciation Rights and are to be settled 100% in cash upon exercise.
 - (8) Fifty percent of the options vest after two years and the remaining 50% vests after three years.

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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