

WANDELL KEITH E
Form 4
December 06, 2002

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person* Wandell, Keith E. (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. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year December 5, 2002		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Vice President Other (specify below)	
				5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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								14,991	D	
Common Stock								2,521	I	By 401(k) Plan Trust
Preferred Stock Series D								1,038	I	By 401(k) Plan ESOP Trust
Common Stock								176	I	By Custodian For Child

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock Units/Excess Benefit Plan-Common	1-for-1							(1)	(1)	Common Stock	1,435		1,435	D
Phantom Stock Units/Excess Benefit Plan-Preferred	1-for-1							(1)	(1)	Preferred Stock Series D	732		732	D
Stock Appreciation Rights/ Tandem Stock Option ⁽²⁾	\$57.7813							11/18/00	11/18/08	Common Stock	4,250		4,250	D
Stock Option/Tandem SAR ⁽²⁾	\$57.7813							11/18/00	11/18/08	Common Stock	4,250		4,250	D
Stock Option	\$57.7813							11/18/00	11/18/08	Common Stock	4,250		4,250	D
Stock Option	\$58.4063							11/17/01	11/17/09	Common Stock	25,000		25,000	D
Stock Option	\$56.8438							11/15/02 ⁽³⁾	11/15/10	Common Stock	25,000		25,000	D
Stock Option	\$80.23							11/14/03 ⁽³⁾	11/14/11	Common Stock	20,000		20,000	D
Stock Option	\$80.595							11/20/04 ⁽³⁾	11/20/12	Common Stock	42,000		42,000	D
Phantom Stock Units/LTPP	1-for-1	12/5/2002		A		1569.59		(4)	(4)	Common Stock	1569.59		4,722.7	D
Phantom Stock Units/Restricted Stock Grant	1-for-1							(5)	(5)	Common Stock	109.1		109.1	D

Explanation of Responses:

(1) 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.

(2) The stock option and the stock appreciation rights were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.

(3) The options become exercisable two years after the grant date in 50% increments. The first 50% becomes exercisable this date and the balance becomes exercisable the following year.

(4) 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.

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(5) The phantom stock units were accrued as dividends under the Johnson Controls Restricted Stock Deferral Plan and are to be settled 100% in cash upon the reporting person's retirement.

By: /s/ **Arlene D. Gumm**
Attorney-In-Fact for Keith E. Wandell

12/6/2002
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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