

ROSE DARLENE
Form 4
February 05, 2003

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).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Johnson Controls, Inc. (JCI)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Rose, Darlene (Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)			
5757 N. Green Bay Avenue P.O. Box 591							4. Statement for Month/Day/Year 02/03/03		Vice President, Corporate Planning and Strategy	
(Street) Milwaukee, WI 53201-0591							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	
(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 & 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								8,473.27⁽¹⁾	I	By Family Trust
Common Stock								1928	I	By 401(k) Plan Trust
Preferred Stock Series D								575⁽²⁾	I	By 401(k) Plan ESOP Trust
Common Stock	02/03/03		M		3,840	A	\$36.9375			
Common Stock	02/03/03		M		2,400	A	\$45.0938			
Common Stock	02/03/03		S		3,120	D	\$81.25			
Common Stock	02/03/03		D		3,120	D	\$81.015	3,886.901⁽³⁾	D	

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)	11. of Be Ow (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units/Excess Benefit Plan-Common	1-for-1							(4)	(4)	Common Stock	52		52	D	
Phantom Stock Units/Excess Benefit Plan-Preferred	1-for-1							(4)	(4)	Preferred Stock Series D	48		48	D	
Stock Appreciation Rights	\$57.7813							11/18/00	11/18/08	Common Stock	2,400		2,400	D	
Stock Appreciation Rights/Tandem Stock Option ⁽⁵⁾	\$36.9375	02/03/03		M		1,920		11/20/98	11/20/06	Common Stock	1,920		0	D	
Stock Appreciation Rights/Tandem Stock Option ⁽⁶⁾	\$45.0938	02/03/03		M		1,200		11/19/99	11/19/07	Common Stock	1,200		0	D	
Stock Option	\$36.9375	02/03/03		M		1,920		11/20/98	11/20/06	Common Stock	1,920		0	D	
Stock Option	\$45.0938	02/03/03		M		1,200		11/19/99	11/19/07	Common Stock	1,200		0	D	
Stock Option	\$58.4063							11/17/01	11/17/09	Common Stock	7,000		7,000	D	
Stock Option	\$56.8438							11/15/02 ⁽⁷⁾	11/15/10	Common Stock	8,000		8,000	D	
Stock Option	\$80.23							11/14/03 ⁽⁷⁾	11/14/11	Common Stock	5,000		5,000	D	
Stock Option/Tandem SAR	\$36.9375	02/03/03		H ⁽⁸⁾		1,920		11/20/98	11/20/06	Common Stock	1,920		0	D	

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Stock Option/Tandem SAR	\$45.0938	02/03/03		H ⁽⁸⁾		1,200	11/19/99	11/19/07	Common Stock	1,200		0	D
Stock Option	\$80.595						11/20/04 ⁽⁷⁾	11/20/12	Common Stock	4,000		4,000	D

Explanation of Responses:

- (1) Includes 37.147 shares acquired pursuant to reinvestment of dividends on January 2, 2003, at \$81.76 per share.
- (2) Includes 3 shares acquired pursuant to reinvestment of dividends on December 31, 2002, at \$160.34 per share.
- (3) Includes 1.696 shares acquired pursuant to reinvestment of dividends on January 2, 2003, at \$81.76 per share.
- (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.
- (5) The stock appreciation right and the employee stock option were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.
- (6) The stock appreciation right and the employee stock option were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.
- (7) The options become exercisable two years after the grant date in 50% increments. The first 50% becomes exercisable this date and the balance on the following year.
- (8) Surrender of the stock option because of the exercise of the tandem stock appreciation rights.

By: /s/ **Arlene D. Gumm**
Attorney-In-Fact for Darlene Rose
 **Signature of Reporting Person

02/05/03
 Date

**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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