

OKARMA JEROME D
Form 4
February 04, 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).

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

Filed By
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1. Name and Address of Reporting Person* Okarma, Jerome D. (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)				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) <input type="checkbox"/> Other (specify below) Deputy General Counsel and Assistant Secretary			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year January 31, 2003			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				
			5. If Amendment, Date of Original (Month/Day/Year)							
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 Transaction(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								2,803	I	By 401(k) Plan Trust
Preferred Stock Series D								1,022 ⁽¹⁾	I	By 401(k) Plan ESOP Trust
Common Stock	1/31/03		M		2,800	A	\$24.6563		D	
Common Stock	1/31/03		S		2,800	D	\$81.00		D	
Common Stock	2/3/03		M		2,800	A	\$24.6563		D	
Common Stock	2/3/03		D		2,800	D	\$81.015	2,748.382 ⁽²⁾	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 I Ben Ow (Ins
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Phantom Stock Units/Excess Benefit Plan-Common	1-for-1							(3)	(3)	Common Stock	255.047		255.047 ⁽⁴⁾	D	
Phantom Stock Units/Excess Benefit Plan-Preferred	1-for-1							(3)	(3)	Preferred Stock Series D	208.383		208.383 ⁽⁵⁾	D	
Stock Option	\$24.6563	1/31/03		M		2,800		11/16/96	11/16/04	Common Stock	2,800		0	D	
Stock Option/Tandem SAR ⁽⁶⁾	\$24.6563	2/3/03		H ⁽⁷⁾		2,800		11/16/96	11/16/04	Common Stock	2,800		0	D	
Stock Appreciation Rights/Tandem Stock Option ⁽⁸⁾	\$24.6563	2/3/03		M		2,800		11/16/04	11/16/04	Common Stock	2,800		0	D	
Stock Option	\$31.8438							11/15/97	11/15/05	Common Stock	3,300		3,300	D	
Stock Option/Tandem SAR ⁽⁶⁾	\$31.8438							11/15/97	11/15/05	Common Stock	3,300		3,300	D	
Stock Appreciation Rights/Tandem Stock Option ⁽⁸⁾	\$31.8438							11/15/97	11/15/05	Common Stock	3,300		3,300	D	
Stock Option	\$36.9375							11/20/98	11/20/06	Common Stock	3,300		3,300	D	
Stock Option/Tandem SAR ⁽⁶⁾	\$36.9375							11/20/98	11/20/06	Common Stock	3,300		3,300	D	
Stock Appreciation Rights/Tandem Stock Option ⁽⁸⁾	\$36.9375							11/20/98	11/20/06	Common Stock	3,300		3,300	D	

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Stock Option	\$45.0938						11/19/99	11/19/07	Common Stock	3,500		3,500	D
Stock Option/Tandem SAR ⁽⁶⁾	\$45.0938						11/19/99	11/19/07	Common Stock	3,500		3,500	D
Stock Appreciation Rights/Tandem Stock Option ⁽⁸⁾	\$45.0938						11/19/99	11/19/07	Common Stock	3,500		3,500	D
Stock Option	\$57.7813						11/18/00	11/18/08	Common Stock	4,000		4,000	D
Stock Option/Tandem SAR ⁽⁶⁾	\$57.7813						11/18/00	11/18/08	Common Stock	4,000		4,000	D
Stock Appreciation Rights/Tandem Stock Option ⁽⁸⁾	\$57.7813						11/18/00	11/18/08	Common Stock	4,000		4,000	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 ⁽⁹⁾	11/15/10	Common Stock	8,000		8,000	D
Stock Option	\$80.23						11/14/03 ⁽⁹⁾	11/14/11	Common Stock	7,000		7,000	D
Stock Option	\$80.595						11/20/04 ⁽⁹⁾	11/20/12	Common Stock	8,000		8,000	D

Explanation of Responses:

- (1) Includes 6 shares acquired pursuant to the reinvestment of dividends on 12/31/02 at \$160.34 per share.
- (2) Includes 12.049 shares acquired pursuant to the reinvestment of dividends on 1/2/03 at \$81.76 per share.
- (3) 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.
- (4) Includes 1.147 phantom stock units acquired pursuant to the reinvestment of dividends on 12/31/02 at \$81.48 per unit.
- (5) Includes 1.383 phantom stock units acquired pursuant to the reinvestment of dividends on 12/31/02 at \$162.96 per unit.
- (6) The stock option and the stock appreciation rights were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.
- (7) Surrender of nonqualified stock options because of the exercise of the tandem stock appreciation rights.
- (8) The stock appreciation rights and the stock option were granted in tandem. Accordingly, the exercise of one results in the expiration of the other.
- (9) The options become exercisable two years after the grant date with 50% vesting this date and 50% the following year.

By: /s/ **Arlene D. Gumm** **2/4/03**
Attorney-In-Fact for Jerome D. Okarma 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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