VELANOVICH BOGOLJUB L
Form 4
December 09, 2002

FORM 4

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

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

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).

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Velanovich, Bogoljub L.	**Johnson Controls, Inc. (JCI)**	
(Last) (First) (Middle) **49200 Halyard Drive** **P.O. Box 8010**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year **12/5/02**	_ Director 10% Owner **X** Officer (give title below) Other (specify below) **Vice President**
(Street) **Plymouth**, **MI 48170**	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) **X** 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 & 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								**10,649.97**	**D**	
Common Stock								**633**	**I**	**By 401(k) Plan Trust**
Preferred Stock Series D								**729**	**I**	**By 401(k) Plan ESOP Trust**

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	2. Conversion or	3. Trans-	3A. Deemed	4. Trans-	5. Number of	6. Date Exercisable and Expiration	7. Title and Amount of	8. Price of Derivative	9. Number of Derivative	10. Owner-	11 of

Security (Instr. 3)	Exercise Price of Derivative Security	action Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	action Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Date (Month/Day/ Year)		Underlying Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Be Ow (In
				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**							(1)	(1)	**Common Stock**	**761**		**761**	**D**	
Phantom Stock Units/Excess Benefit Plan-Preferred	**1-for-1**							(1)	(1)	**Preferred Stock Series D**	**165**		**165**	**D**	
Stock Appreciation Rights/ Tandem Stock Option (2)	**$57.7813**							**11/18/00**	**11/18/08**	**Common Stock**	**5,000**		**5,000**	**D**	
Stock Option/Tandem SAR(2)	**$57.7813**							**11/18/00**	**11/18/08**	**Common Stock**	**5,000**		**5,000**	**D**	
Stock Option	**$57.7813**							**11/18/00**	**11/18/08**	**Common Stock**	**5,000**		**5,000**	**D**	
Stock Option	**$58.4063**							**11/17/01**	**11/17/09**	**Common Stock**	**8,000**		**8,000**	**D**	
Stock Option	**$56.8438**							**11/15/02**(3)	**11/15/10**	**Common Stock**	**8,000**		**8,000**	**D**	
Stock Option	**$80.23**							**11/14/03**(3)	**11/14/11**	**Common Stock**	**8,000**		**8,000**	**D**	
Stock Option	**$80.595**							**11/20/04**(3)	**11/20/12**	**Common Stock**	**8,000**		**8,000**	**D**	
Phantom Stock Units/EICP	**1-for-1**	**12/5/02**		**A**		**684.24**		(4)	(4)	**Common Stock**	**684.24**	**81.55**	**5,748.9**	**D**	
Phantom Stock Units/LTPP	**1-for-1**	**12/5/02**		**A**		**698.96**		(5)	(5)	**Common Stock**	**698.96**	**81.55**	**1,026.98**	**D**	

Explanation of Responses:

(1) The phantom stock units were accrued under the Johnson Controls Excess Benefit Plan and are to be settled 100% in cash upon the reporting person's retirement.
(2) 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.
(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 Executive Incentive Compensations Plan and are to be settled 100% in cash upon the reporting person's retirement.
(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.

By: /s/ **Arlene D. Gumm** **12/6/2002**
Attorney-In-Fact for Bogoljub L. Velanovich 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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