

JOHNSON & JOHNSON
Form 4
January 03, 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

OMB Number: 3235-0287
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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 Romeo & Dye's Instant Form 4 Filer
www.section16.net

1. Name and Address of Reporting Person* Fine, Roger S. (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol Johnson & Johnson (JNJ)		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) Vice President, General Counsel; Member, Executive Committee	
One Johnson & Johnson Plaza		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year December 31, 2002	
(Street) New Brunswick, NJ 08933		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	12/10/2002		G	V	4,654	D		140,288	D	
Common ⁽¹⁾	11/29/2002		J	V	7	A		1,998	I	
Common								34,174	I	By GRATS
Common								14,000 ⁽²⁾	I	By Wife
Common	12/10/2002		G	V	1,343	A		11,970 ⁽³⁾	I	Trust for Son
Common	12/10/2002		G	V	1,343	A		10,570 ⁽⁴⁾	I	Trust for Son

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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

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. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock Units ⁽⁵⁾	1 for 1	12/31/2002		J		36				Common	36	\$53.62	9,607	D	

Explanation of Responses:

- (1) Shares held under Johnson & Johnson's 401(k) and ESOP Savings Plans at Plan's most recent reporting date (12/31/2002).
- (2) The reporting person disclaims beneficial ownership of such securities for purposes of Section 16 or for any other purpose.
- (3) The reporting person disclaims beneficial ownership of such securities for purposes of Section 16 or for any other purpose.
- (4) The reporting person disclaims beneficial ownership of such securities for purposes of Section 16 or for any other purpose.
- (5) The Phantom Stock Units acquired on December 31, 2002 for \$53.62 per share under the Issuer's Executive Income Deferral Plan are to be settled in cash upon the Reporting Person's Retirement.

By: /s/ **M. H. Ullmann** **January 3, 2003**
M. H. Ullmann, Attorney in Fact for R. S. Date
Fine
 **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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POWER OF ATTORNEY

Know all persons by these presents, that the undersigned hereby constitutes and appoints

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer
- (2) do and perform any and all acts for and on behalf of the undersigned which may be
- (3) take any other action of any type whatsoever in connection with the foregoing whi

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The undersigned hereby grants to each such attorney-in-fact full power and authority to do

This Power of Attorney shall remain in full force and effect until the undersigned is no

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as o

/s/ Roger S. Fine
Name: Roger S. Fine
Date: September 12, 2002

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