Foster-Cheek Kaye I Form 4 January 03, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

(Print or Type Responses)

1(b).

(City)

Common

1. Name and Address of Reporting Person \* Foster-Cheek Kaye I

2. Issuer Name and Ticker or Trading Symbol

JOHNSON & JOHNSON [JNJ]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA 12/31/2007

Director 10% Owner X\_ Officer (give title Other (specify below) below)

4. If Amendment, Date Original

VP, Human Resources 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW BRUNSWICK, NJ 08933

(Street)

(State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price 647 (1)

> 401(k) and **ESOP**

Common (2) 12/31/2007

V 5

(2) Α

I

D

Savings Plans

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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SEC 1474 (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. onNumber of Derivati Securitic Acquire (A) or Dispose of (D) (Instr. 3, 4, and 5 | Expiration I<br>(Month/Day<br>ve<br>es<br>d | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | Amount of<br>Securities<br>4)          | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |
|---|---|---|---------------------------------------|---|---|--|-----------------|--|---|
|   |   |   | Code V                                | (A) (D  | Date<br>Exercisable                         | Expiration<br>Date                                       | Title           | Amount<br>or<br>Number<br>of<br>Shares |   |
| Phantom<br>Stock<br>Units (3)                       | <u>(4)</u>  | 12/31/2007                              | J                                     | 16  | (3)   | <u>(3)</u>   | Common<br>Stock | 16                                     | \$0   |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Foster-Cheek Kaye I JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

VP, Human Resources

## **Signatures**

Linda King, as Attorney-in-Fact for Kaye I.

Foster-Cheek

01/03/2008

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares acquired under Issuer's Dividend Reinvestment Program.
- (2) Shares acquired under Johnson & Johnson's 401(k) and ESOP Savings Plans as of Plans' most recent reporting date (12/31/2007).
- (3) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on December 31, 2007 at \$67.48 per share are to be settled in cash upon the Reporting Person's Retirement.
- (4) The Phantom Stock converts into common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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