#### **JOHNSON & JOHNSON**

Form 4

February 01, 2008

## FORM 4

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

Common

06/14/2007

(Print or Type Responses)

1. Name and Ad DEYO RUSS	*	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
JOHNSON & JOHNSON, ONE			04/26/2007	X Officer (give title Other (specify below)			
JOHNSON & JOHNSON PLAZA				VP, General Counsel			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NEW BRUNSWICK, NJ 08933				_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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Form: Direct Code Beneficially Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 01/25/2008 G V 720 D <u>(1)</u> 88,044 D 401 (k) and ESOP Common 01/31/2008 J V 32 <u>(2)</u> $7,410^{(2)}$ I A Savings Plans Common 8,386 (3) I By Wife By Common 04/26/2007 S 157 D \$ 64.7 2,185 (3) I

200

D

\$ 62.3 1,985 (3)

S

Daughter

Daughter

By

I

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Common	08/09/2007	S	75	D	\$ 62.49	2,559 (4) (5)	I	By Son
Common	01/30/2008	S	130	D	\$ 62.58	2,429 (4) (5)	I	By Son
Common						11,860	I	By GRAT

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

8. Price of Derivative Security (Instr. 5)

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (6)	<u>(7)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	0

# **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

DEYO RUSSELL C JOHNSON & JOHNSON VP, General Counsel

NEW BRUNSWICK, NJ 08933

ONE JOHNSON & JOHNSON PLAZA

**Signatures** 

Linda E. King, Attorney-in-Fact for Russell C. 02/01/2008 Deyo

> \*\*Signature of Reporting Person Date

Reporting Owners 2

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# **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) Gif
- (2) Shares acquired under Johnson & Johnson's 401(k) and ESOP Savings Plans as of Plans' most recent reporting date (01/31/2008).
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
  - The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the
- (4) reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Some shares are held by Wife as custodian for child under Uniform Transfers to Minors Act.
- (5) Includes 185 shares held under Issuer's Dividend Reinvestment Plan.
- (6) The Phantom Stock Units held under the Issuer's Executive Income Deferral Plan are to be settled in cash upon the Reporting Person's Retirement.
- (7) 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.