JOHNSON & JOHNSON

Form 4

February 13, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations 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

2. Issuer Name and Ticker or Trading

JOHNSON & JOHNSON [JNJ]

Symbol

1(b).

(Print or Type Responses)

LANGBO ARNOLD G

1. Name and Address of Reporting Person *

									(Check an applicable)					
(Last) (First) (Middle)				3. Date of Earliest Transaction										
				(Month	/Day/Ye	ear)				_X_ Direc	tor	10% Owner		
JOHNSON & JOHNSON, ONE					02/11/2008						er (give title	Other (specify		
JOHNSON & JOHNSON PLAZA					02/11/2000					below)	be	elow)		
VOID TOOL WOOD TOOL TENTER														
(Street)				4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check				
					onth/Day	y/Ye	ar)			Applicable Line)				
										X Form filed by One Reporting Person				
	NEW BRU	JNSWICK, NJ 08							Form filed by More than One Reporting Person					
	(City)	(State)	(Zip)	То	bla I N	Jon	Dominiotin	o Coo		as Assuited Disposed of an Boneficially Owned				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											nencially Owned		
	1.Title of	2. Transaction Date	2A. Deeme	ed	3.		4. Securit	ies		5. Amount of	6.	7. Nature of Indirect		
	Security	(Month/Day/Year)	Execution	Date, if	* * * * * * * * * * * * * * * * * * * *					Securities	Ownership	Beneficial		
(Instr. 3) any (Month/Day/					Code Disposed of (D)					Beneficially	Form: Direct (D) or Indirect	Ownership		
				ıy/Year)	y/Year) (Instr. 8) (Instr. 3, 4 and 5)					Owned		(Instr. 4)		
										Following				
								(A)		Reported Transaction(s)	(I) (Instr. 4)			
								or		(Instr. 3 and 4)	(111801.4)			
					Code	V	Amount	(D)	Price	(Ilisti. 5 and 4)				
	C	02/11/2000					1,619	A	ф О	()(7	Ъ			
	Common	02/11/2008			A		(1)	A	\$0	6,367	D			
							_							
												Ву		
	Common									185	I	Broker-Directed		
												Living Trust		
												_		
	Common								900 (2)	I	Held in Trust for			
	Common									900 <u>-</u>	1	Wife		
												TY 11!		
	Common									700	I	Held in		
											_	Foundation		

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

Foundation

Edgar Filing: JOHNSON & JOHNSON - Form 4

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. orNumber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	Year)	(Instr. 3 and	4)	Security (Instr. 5)
					4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (3)	<u>(4)</u>					(3)	(3)	Common	0	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LANGBO ARNOLD G **JOHNSON & JOHNSON** ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933



Signatures

Linda E. King, Attorney in Fact for Arnold G. Langbo

02/12/2008

Date

**Signature of Reporting Person

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) Annual grant of Restricted Stock issued to Non-Employee Directors under Issuer's Long-Term Incentive Plan.
- 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 Phantom Stock Units held under the Issuer's Non-Employee Director Deferred Fee Plan are to be settled in cash upon the Reporting Person's Retirement.

Reporting Owners 2

Edgar Filing: JOHNSON & JOHNSON - Form 4

(4) 1 for 1

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.