Caruso Dominic J Form 4 February 15, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

10% Owner

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Caruso Dominic J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Director

(Last)

(City)

Stock (1)

(First)

(Middle)

(Zip)

JOHNSON & JOHNSON [JNJ]

3. Date of Earliest Transaction (Month/Day/Year)

02/14/2008

(Check all applicable)

JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Other (specify X_ Officer (give title below)

6. Individual or Joint/Group Filing(Check

Chief Financial Officer

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

NEW BRUNSWICK, NJ 08933

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative Securities Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock					9,674	D		
Common					240	I	401(k) and ESOP	

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

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Savings Plans

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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 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. Number out 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)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (2)	(3)	02/14/2008		A	1,746	(2)	(2)	Common Stock	1,746	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Caruso Dominic J JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

Chief Financial Officer

Signatures

Linda E. King, as Attorney-in-Fact for Dominic J. Caruso

02/15/2008

**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) Shares held under Johnson & Johnson's 401(k) and ESOP Savings Plans as of Plans' most recent reporting date (01/31/2008).
- (2) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on February 14, 2008 at \$63.13 per share are to be settled in cash upon the Reporting Person's Retirement.
- (3) 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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