Edgar Filing: JOHNSON & JOHNSON - Form 4

JOHNSON 6 Form 4	& JOHNSON											
February 13	, 2008											
	ЛЛ									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										OMB Number:	3235-0287	
Check th if no lon subject to Section Form 4 c	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated a burden hou response				
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(a	a) of the l		tility I	Hold	ling Con	npan	y Act of	e Act of 1934, 1935 or Section 0	n		
(Print or Type	Responses)											
1. Name and A VALERIAN	2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]					C	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (M	(liddle)	3. Date of Earliest Transaction (Cheo						(Chec.	ck all applicable)		
JOHNSON JOHNSON	(Month/Day/Year) 02/11/2008						X Director 10% Owner X Officer (give title Other (specify below) below) Member, Executive Committee					
					Amendment, Date Original d(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
									Person			
(City)	(State)	(Zip)	Tab	le I - No	on-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	y/Year) Execution Date, if any			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C	05/00/2000			Code		Amount	(D)	Price	(Instr. 3 and 4)	D		
Common	05/08/2006			G	V	340	D	<u>(1)</u>	,	D		
Common	07/05/2006			G		498	D	<u>(1)</u>	,	D		
Common	12/08/2006			G		100	D	<u>(1)</u>		D		
Common	02/06/2007			G	V	750	D	<u>(1)</u>	39,519	D		
Common	12/06/2007			G	V	150	D	<u>(1)</u>	39,369	D		

\$

1,100 A 62.97 40,469

(2)

9,047

A (3)

D

Ι

М

J V 4

Common

Common

(3)

02/13/2008

01/31/2008

401(k) and

ESOP

		Lugar					лні т			
									Savin Plans	•
Common	05/08/200)6	G V	170	А	<u>(1)</u> 3	3,318 <u>(4)</u>	I	As custo for So under UTM	on
Common	07/05/200)6	G V	166	A	<u>(1)</u> 3	3,484 <u>(4)</u>	I	As custo for So under UTM	on
Common	02/06/200)7	G V	300	А	<u>m</u> 3	3,801 <u>(4) (</u>	(<u>5)</u> I	As custor for So under UTM	on
Reminder: Re	eport on a sepa	rate line for each class		Perso inforr requi displa numb	ons w matio red to ays a per.	who respond on contained o respond u currently w	d to the c d in this f unless the valid OME	3 control	SEC 147 (9-02	
			tive Securities Acq 1ts, calls, warrants					wned		
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. f Transa Code	action	. Number of Derivative	Ex	Date Exercisable a piration Date [onth/Day/Year]	ind	7. Title and A Underlying Se (Instr. 3 and 4

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. Transactio Code (Instr. 8)	5. Number of orDerivative6. Date Exercisable and Expiration DateSecurities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)(Month/Day/Year)		te	7. Title and Amo Underlying Secu (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock Units <u>(6)</u>	(7)						(6)	(6)	Common Stock	
Employee Stock Option (Right to Buy) (8)	\$ 61.75	02/11/2008		А	117,279		02/11/2011	02/10/2018	Common Stock	11
Restricted Share Units	<u>(9)</u>	02/11/2008		А	9,773		02/11/2011	(10)	Common Stock	9
		02/13/2008		М		1,100	12/03/2001	12/02/2008		1

Employee\$ 62.97Stock(2)Option(Right toBuy) (11)

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
VALERIANI NICHOLAS J JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933	Х		Member, Executive Committee					
Signatures								
Linda E. King, as Attorney-in-Fact for Nie Valeriani	cholas J.		02/12/2008					

<u>**</u>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).

Date

- (1) Gift
- (2) Adjusted to reflect two-for-one stock split in 2001.
- (3) Shares acquired under Johnson & Johnson's 401(k) and ESOP Savings Plans as of Plans' most recent reporting date (01/31/2008).
- (4) 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.
- (5) Includes 17 shares acquired through dividend reinvestment not previously reported.
- (6) 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.
- (7) The Phantom Stock converts into common stock on a one-for-one basis.
- (8) Awarded under Issuer's Long-Term Incentive Plan.
- (9) Each Restricted Share Unit represents a contingent right to receive one share of Company Common Stock.
- (10) The Restricted Share Units vest three years after date of grant.
- (11) Awarded under Issuer's Stock Option Plan and exercisable in full starting three years from date of grant.

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.

Common

Stock