Edgar Filing: JOHNSON & JOHNSON - Form 4

JOHNSON & JOHNSON

Form 4 April 21, 2003

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and A Cosgrove, Ste			me and Tic Johnson (J	Per	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) Johnson & Jo One Johnson	of Repor	rting	ntification I Person, voluntary)	Numbe	Month, April 1 5. If A	ement for /Day/Year 17, 2003	10% C Oth Co 	Director 10% Owner Officer (give title below) X Other (specify below) Corporate Controller 7. Individual or Joint/Group Filing			
New Brunswi	ck, NJ 08933						(Month	f Original n/Day/Year)	X F Per _ F Rep	son Form filed by porting Person	One Reporting More than One
(Cit		Zip)		able				ties Acquired, D	isposed	1	1
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code (Instr. 8)		4. Securition Dispose (Instr. 3, 4	d of (Î))	Securities Beneficially Owned Follow-		Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(I) (Instr. 4)	(Instr. 4)
Common	04/17/2003		M		12,200	A	\$11.16 ⁽¹⁾			D	
Common	04/17/2003		F		2,503	D	\$54.39		55,007		
Common ⁽²⁾									1,455	I	
Common									1,338(3)	I	By Daughter
Common									1,338(3)	I	By Daughter
Common									1,338 (3)	I	By Son

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

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(Instr. 3)	sion or Exercise Price of Derivative Security	action Date	Transaction Code (Instr. 8)		Number erivative ecurities equired A) or isposed (D) enstr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/ Year)		Amount of Underlying		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owner- ship Form	11. Na of Ind Benef Owne (Instr.
Employee Stock Option (Right to			Code M			Exer-cisable	Date		Amount or Number of Shares 12,200			Indirect (I) (Instr. 4)	

Explanation of Responses:

By: /s/ M. H. Ullmann
M. H. Ullmann, Attorney in Fact for S. J.

Cosgrove

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.

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 Number.

POWER OF ATTORNEY

If space is insufficient, See Instruction 6 for procedure.

Know all persons by these presents, that the undersigned hereby constitutes and appoints each of Roger S. Fine, John A. Papa and Michael H. Ullmann, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Johnson & Johnson (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act") and Forms 144 in

⁽¹⁾ Adjusted to reflect two-for-one stock splits in 1996 and 2001.

⁽²⁾ Shares held under Johnson & Johnson s 401(k) and ESOP Savings Plans at Plan's most recent reporting date (3/31/2003).

⁽³⁾ 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. Held under UGMA.

⁽⁴⁾ Awarded under Issuer's Stock Option Plan and exercisable in increments of 20% per year starting two years from date of grant.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Edgar Filing: JOHNSON & JOHNSON - Form 4

accordance with Rule 144 of the Securities Act of 1933 (the "Securities Act");

- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 and 144 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144 of the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports pursuant to Section 16 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys—in—fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

/s/ S. J. Cosgrove Name: S. J. Cosgrove Date: September 12, 2002