#### **JOHNSON & JOHNSON**

Form 4 March 30, 2007

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Foster-Cheek Kaye I Issuer Symbol JOHNSON & JOHNSON [JNJ] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify JOHNSON & JOHNSON, ONE 03/30/2007 below) JOHNSON & JOHNSON PLAZA VP, Human Resources (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting NEW BRUNSWICK, NJ 08933 Person

(,)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date	Date 2A. Deemed		3.		ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transa	ectio	nAcquired	(A) c	or	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code		Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr.	8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
								Following	(Instr. 4)	(Instr. 4)	
						(4)		Reported			
						(A)		Transaction(s)			
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common			Couc	•	Minount	(D)	THEC	631 (1)	D		
Common (2)	02/28/2007		J	V	28	A	(2)	621	I	401(k) and ESOP Savings Plans	

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4. 5.		6. Date Exercisable and		7. Title and Amount of		8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Underlying Securities		Derivative
Security	or Exercise		any	Code of		(Month/Day/Year)		(Instr. 3 and 4)		Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e				(Instr. 5)
	Derivative				Securities					
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						_			or	
						Date	Expiration	Title	Number	
						Exercisable	Date	11010	of	
				Code V	(A) (D)				Shares	
				Couc v	(A) (D)				Silaics	
Phantom										
Stock	(4)	03/30/2007		J	15	(3)	(3)	Common	15	٠.٥
	<u>(4)</u>	03/30/2007		J	13	(0)	(3)	Stock	13	\$ 0
Units (3)										

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

03/30/2007

Foster-Cheek Kaye I JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

VP, Human Resources

## **Signatures**

Linda King, as Attorney-in-Fact for Kaye I.
Foster-Cheek

\*\*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) Includes shares acquired under Issuer's Dividend Reinvestment Program.
- (2) Shares acquired under Johnson & Johnson's 401(k) and ESOP Savings Plans as of Plans' most recent reporting date (02/28/2007).
- (3) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on March 30, 2007 at \$60.25 per share are to be settled in cash upon the Reporting Person's Retirement.
- (4) 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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