### Edgar Filing: Foster-Cheek Kaye I - Form 4

Foster-Cheek Form 4	Kaye I										
October 02, 2	2007										
FORM	$ 4 _{\text{UNITEDS}}$	TATES SECU	BITIE	2 1 1	ND FXC	'HAI	NCF	COMMISSION	r	PPROVAL	
					D.C. 205		NGE		OMB Number:	3235-0287 January 31,	
Check this if no longe subject to Section 16 Form 4 or	er <b>STATEM</b> 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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							n response	0.5			
(Print or Type R	esponses)										
Foster-Cheek Kaye I Syr					Ticker or T HNSON		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction (Ch						ck all applicable)		
JOHNSON & JOHNSON &	NE 09/28/2	(Month/Day/Year) 09/28/2007					Director 10% Owner X Officer (give title Other (specify below) below) VP, Human Resources				
	(Street)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW BRUN	SWICK, NJ 0893	33						Form filed by M Person	More than One R	eporting	
(City)	(State) (2	Zip) Tat	ole I - No	n-De	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code	1 \		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common								631 <u>(1)</u>	D		
Common (2)	09/28/2007		J	V	4	A	<u>(2)</u>	744	Ι	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 information contained in this form are not 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 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units <u>(3)</u>	<u>(4)</u>	06/29/2007		J	16	(3)	(3)	Common Stock	16	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
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 Foster-Cheek	I.		10/01/2007			
**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 (09/28/2007).
- (3) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on September 28, 2007 at \$65.55 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.