#### **JOHNSON & JOHNSON**

Form 4

September 09, 2008

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

*See* Instruction 1(b).

(Print or Type I	Responses)								
(Last) JOHNSON		Middle) ONE	JOHNS 3. Date of	r Name <b>and</b> SON & JO f Earliest Tr Day/Year) 008	HNSON		Issuer (C		
	(Street)  NSWICK, NJ 089			endment, Da nth/Day/Year		I	Applicable Line _X_ Form filed	or Joint/Group F ) by One Reporting by More than One	Person
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative (	Securities A	cquired, Dispose	d of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transaction Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 42,230 (1)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common							30,000 (2)	I	By Family LP and Family Foundation
Reminder: Rep	port on a separate line	e for each c	lass of secu	urities benef	Person	ns who res	or indirectly.  spond to the column this for the column this for the column this for the column the	rm are not	SEC 1474 (9-02)

displays a currently valid OMB control

number.

### Edgar Filing: JOHNSON & JOHNSON - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. Number Transaction of		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security	, ,	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or	(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
	Security				Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (3)	<u>(4)</u>	09/09/2008		J	629	(3)	(3)	Common	629	\$ 0

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

CULLEN JAMES

JOHNSON & JOHNSON

ONE JOHNSON & JOHNSON PLAZA

NEW BRUNSWICK, NJ 08933

## **Signatures**

Linda E. King, Attorney in Fact for J. G.
Cullen
09/09/2008

\*\*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).
- (1) Includes 263 shares held under Issuer's Dividend Reinvestment Plan.
- (2) 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 any other purpose.

Date

- (3) The Phantom Stock Units acquired under the Issuer's Non-Employee Director Deferred Fee Plan on September 9, 2008 at \$71.65 per share are to be settled in cash upon the Reporting Person's Retirement.
- **(4)** 1 for 1

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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