Edgar Filing: JOHNSON & JOHNSON - Form 4

JOHNSON &	JOHNSON											
Form 4	007											
October 03, 2										OMB A	PPROVAL	
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this if no longe subject to Section 16	er STATEM											
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								0.5				
(Print or Type R	esponses)											
DARRETTA ROBERT J Sy			2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]						5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	liddle)	3. Date of Earliest Transaction				,	(Cheo	ck all applicable	e)		
			(Month/Day/Year) 09/29/2006						X Director 10% Owner X Officer (give title Other (specify below) below) Vice Chairman			
				endment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW BRUN	ISWICK, NJ 089	33							Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative S	ecuri	ties Aco	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)					SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common									209,118	D		
Common (1)	09/29/2006			J	V	11	A	<u>(1)</u>	1,927	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 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)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Price of Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (2)	<u>(3)</u>	09/29/2006		J	114	(2)	(2)	Common	114	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
DARRETTA ROBERT J JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933	X		Vice Chairman				
Signatures							
Linda E. King, Attorney-in-Fact for Rober Darretta	rt J.	10/	02/2006				
<u>**</u> Signature of Reporting Person			Date				

**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).
- Shares acquired under Johnson & Johnson's 401(k) and ESOP Savings Plans at Plans' most recent reporting date (09/29/2006). (1)
- The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on September 29, 2006 at \$64.93 per share are to (2)be settled in cash upon the Reporting Person's Retirement.
- (3) 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.