Edgar Filing: JOHNSON & JOHNSON - Form 4

JOHNSON & Form 4	b JOHNSON											
April 04, 200	6											
										OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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							Expires: Estimated a burden hou response	irs per				
<i>See</i> Instruction 30(h) of the Investment Company Act of 1935 of Section 17(a) of the Investment Company Act of 1940												
(Print or Type R	esponses)											
1. Name and A Foster-Cheel	2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]						5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction						(Cheo	eck all applicable)		
(Me				(Month/Day/Year) 03/31/2006					Director 10% Owner X Officer (give title Other (specify below) below) VP, Human Resources			
				nendment, Date Original (onth/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
NEW BRUN	SWICK, NJ 08	3933							Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative S	ecuri	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	on Date, if	Code		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common				Code	V	Amount	(D)	Price	622 (1)	D		
Common	03/31/2006			J	v	53	A	<u>(2)</u>	464	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)	4. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	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>	03/31/2006	J	7	<u>(3)</u>	(3)	Common Stock	7	\$ 0

Reporting Owners

Reporting Owner Name / Address				
	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.		04/03/2006	
**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 (03/31/2006).
- (3) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on March 31, 2006 at \$59.42 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.