Edgar Filing: JOHNS MICHAEL M E - Form 4

JOHNS MICH	HAEL M E										
Form 4											
June 15, 2006											
FORM	Δ								OMB APPROVAL		
	■ UNITED S		RITIES Al			IGE (COMMISSION	OMB Number:	3235-0287		
Check this		Expires:	January 31,								
if no longe subject to	statemi	ENT OF CHAN	IGES IN I	BENEFI	CIAL	NERSHIP OF		ated average			
Section 16		SECURITIES									
Form 4 or					_			burden hou response			
Form 5 obligations		uant to Section									
may contir			•	. .			f 1935 or Sectio	n			
See Instruct 1(b).	ction	30(h) of the In	ivestinent	Company	Act	01 19	+0				
(Print or Type Re	esponses)										
1. Name and Ad JOHNS MIC	erson <u>*</u> 2. Issue Symbol	er Name and	Ticker or T	rading	5	5. Relationship of Reporting Person(s) to Issuer					
		•	SON & JOI	HNSON	[JNJ]						
(Last)	(First) (Mi	iddle) 3. Date of	of Earliest Tra	insaction			(Chec	k all applicable	e)		
			Day/Year)				X_ Director 10% Owner				
JOHNSON &		2006				Officer (give below)	titleOth below)	er (specify			
JOHINSOIN &	<i>k</i> JOHNSON PLA										
			endment, Dat	e Original			6. Individual or Joint/Group Filing(Check				
NEW BRUN		nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
							Person				
(City)	(State) (Z	Zip) Tab	le I - Non-Do	erivative S	ecuriti	ies Ac	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Date		3.	4. Securit					7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if	Transactic Code	onAcquired Disposed				Form: Direct (D) or	Indirect Beneficial		
(instr. 5)		any (Month/Day/Year		(Instr. 3, 4			•	Indirect (I)	Ownership		
							•	(Instr. 4)	(Instr. 4)		
					(A)		Reported Transaction(s)				
					or	р.	(Instr. 3 and 4)				
Common			Code V	Amount	(D)	Price	3,325 <u>(1)</u>	D			
Reminder: Repo	rt on a separate line f	or each class of sec	urities benefic	cially owne	d dire	ctly 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.

 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. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (2)	<u>(3)</u>	06/13/2006		J		395		(2)	(2)	Common	395	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
JOHNS MICHAEL M E JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933	Х			
Signatures				
Linda E. King, as attorney-in-fact for Mic Johns	Ξ.	06/14/2	2006	
**Signature of Reporting Person			Date	;
Explanation of Poonone	2001			

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 held under the Issuer's Dividend Reinvestment Program.
- (2) The Phantom Stock Units acquired under the Issuer's Non-Employee Director Deferred Fee Plan on June 13, 2006 at \$61.50 per share are to be settled in cash upon the Reporting Person's Retirement.

(3) 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.