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

JOHNSON &	L JOHNSON												
Form 4													
October 03, 2	2006												
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										r	OMB APPROVAL		
	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549								OMB Number:	3235-0287			
Check this if no long subject to Section 16 Form 4 or	er <b>STATEM</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES											
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													
(Print or Type R	esponses)												
Foster-Cheek Kaye I Syn						Ticker or T HNSON		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N	fiddle)	3. Date of Earliest Transaction						(Chec	neck all applicable)			
(M				ay/Year )06	.)				Director 10% Owner X Officer (give title Other (specify below) below) VP, Human Resources				
	(Street) 4. If Amen Filed(Mont					e Original			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
NEW BRUN	ISWICK, NJ 089	33							Form filed by N Person	Aore than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative S	ecuri	ties Aco	quired, Disposed of	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)(A)		)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	D			
Common									622 <u>(1)</u>	D			
Common	09/29/2006			J	V	5	A	<u>(2)</u>	566	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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	7. Title and A Underlying S (Instr. 3 and 4	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>	09/29/2006	J	8	(3)	(3)	Common Stock	8	\$ 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	e I.		10/02/2006	
**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 (09/29/2006).
- (3) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on September 29, 2006 at \$64.93 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.