

JOHNSON & JOHNSON
Form 11-K
June 23, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 11-K
FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

þ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**
For the Fiscal Year Ended December 31, 2007

OR

o **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

Commission File Number 1-3215

**JOHNSON & JOHNSON
RETIREMENT SAVINGS PLAN
(Full title of the Plan)**

**JOHNSON & JOHNSON
ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NEW JERSEY 08933**
(Name of issuer of the securities held pursuant to the Plan
and the address of its principal executive office)

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REQUIRED INFORMATION

Item 4. Financial Statements and Exhibits

Financial statements prepared in accordance with the financial reporting requirements of ERISA filed herewith are listed below in lieu of the requirements of Items 1 to 3.

Report of Independent Registered Public Accounting Firm

Financial Statements:

Statements of Net Assets Available for Benefits

Statement of Changes in Net Assets Available for Benefits

Notes to Financial Statements

Supplemental Schedule*:

Schedule H, line 4i Schedule of Assets (Held at End of Year)

* Other supplemental schedules required by Section 2520.103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), as amended, have been omitted because they are not required or are not applicable.

Exhibits:

23. Consent of PricewaterhouseCoopers LLP, dated June 23, 2008

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

JOHNSON & JOHNSON RETIREMENT SAVINGS
PLAN

By: /s/ Kaye Foster Cheek
Kaye Foster-Cheek
Chairman, Pension Committee

June 23, 2008

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JOHNSON & JOHNSON RETIREMENT SAVINGS PLAN

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2007 AND 2006**

**Johnson & Johnson
Retirement Savings Plan
Index to Financial Statements
December 31, 2007 and 2006**

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* Other supplemental schedules required by Section 2520.103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), as amended, have been omitted because they are not required or are not applicable.

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Report of Independent Registered Public Accounting Firm

To the Participants, the Pension Committee and the
Compensation & Benefits Committee of the
Johnson & Johnson Retirement Savings Plan:

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Johnson & Johnson Retirement Savings Plan (the Plan) at December 31, 2007 and 2006, and the changes in net assets available for benefits for the year ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Florham Park, New Jersey

June 20, 2008

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**Johnson & Johnson
Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2007 and 2006**

	2007	2006
Assets		
Interest in Johnson & Johnson Pension and Savings Plans Master Trust, at fair value	\$ 176,958,131	\$ 159,906,146
Total investments	176,958,131	159,906,146
Receivables		
Employee contributions		392,437
Employer contributions		152,592
Total receivables		545,029
Total assets	176,958,131	160,451,175
Liabilities		
Accrued expenses	95,016	15,904
Total liabilities	95,016	15,904
Net assets available for benefits, at fair value	176,863,115	160,435,271
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(99,121)	25,803
Net assets available for benefits	\$ 176,763,994	\$ 160,461,074

The accompanying notes are an integral part of these financial statements.

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**Johnson & Johnson
Retirement Savings Plan
Statement of Changes in Net Assets Available for Benefits
December 31, 2007**

Additions to net assets attributed to

Investment income Plan's interest in the Johnson & Johnson Pension and Savings Plans Master Trust net investment income	\$ 6,961,289
Contributions	
Employee contributions	16,760,826
Employer contributions	6,313,173
 Total additions	 30,035,288

Deductions from net assets attributed to

Benefits paid to participants	12,969,139
Administrative expenses	763,229
 Total deductions	 13,732,368

Net increase/(decrease)	16,302,920
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Net assets available for benefits

Beginning of year	160,461,074
 End of year	 \$ 176,763,994

The accompanying notes are an integral part of these financial statements.

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**Johnson & Johnson
Retirement Savings Plan
Notes to Financial Statements**

1. Description of Plan

General

The Johnson & Johnson Retirement Savings Plan (the Plan) is a defined contribution plan which was established on March 1, 1990 for eligible employees of certain participating subsidiaries of Johnson & Johnson (J&J or the Company) located in Puerto Rico which have adopted the Plan. The Plan was designed to provide eligible employees with an opportunity to strengthen their financial security at retirement by providing an incentive to save and invest regularly. The funding of the Plan is made through employee and Company contributions. Beginning January 1, 2003, assets of the Plan are maintained in the Johnson & Johnson Pension and Savings Plans Master Trust (the Trust). The Plan's interest in the Trust is allocated to the Plan based upon the total of each participant's share in the Trust.

State Street Bank and Trust Company (State Street or Trustee) serves as trustee, agent, and custodian of the Plan for purposes of investment of the assets of the Trust, maintained by Banco Popular de Puerto Rico. As such, State Street performs certain services for the Plan, including the execution of certain participant directed investments, which are commingled for investment purposes only with assets of other tax-qualified plans maintained by J&J.

This brief description of the Plan is provided for general information purposes only. Participants should refer to the Plan document for complete information.

Contributions

In general, salaried and hourly employees of participating J&J companies who are Puerto Rico residents can contribute to the Plan immediately, as there is no service requirement for employee contributions.

Contributions are made to the Plan by participants through payroll deductions and by the Company on behalf of participants. Participating employees may contribute a minimum of 3% up to a maximum of 10% pre-tax and/or a minimum of 1% up to a maximum of 10% post-tax of their base salary. Annual pre-tax contributions may not individually exceed \$8,000 in 2007 under Puerto Rico law. Effective January 1, 2007, participants age 50 and over are eligible to contribute extra pre-tax contributions (catch-up contribution) above the annual limitations up to \$1,000 in 2007. Participants can elect an amount to be contributed from each paycheck as their catch-up contribution. This amount will be in addition to the pre-tax contribution percentages that participants have elected. All employee contributions are invested in any of the investment funds offered by the Plan at the direction of the participating employees.

After one year of service, participants receive an employer matching contribution equal to 75% of the first 6% of his/her pretax contribution. The employer matching contribution is composed of cash and invested in the current investment fund mix chosen by the participant.

Investment

Participants may invest in one or more of the nine investment funds offered by the Plan. The investment mix chosen by the participant will apply to employee and Company matching contributions. Rollover contributions are invested at the election of the participant.

For all other funds the Trustee reinvests all dividend and interest income.

The accompanying notes are an integral part of these financial statements.

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Johnson & Johnson

Retirement Savings Plan

Notes to Financial Statements

Vesting

A participant's account in the Plan, including participant contributions, Company contributions and earnings thereon, is always fully vested. As a result, there are no forfeitures under the Plan.

Payment of Benefits

Benefits are paid to participants upon termination of employment or retirement. Participants can elect to defer payment if account balances are greater than \$5,000. Distributions are paid either in a lump sum payment, or installment payments made on a monthly, quarterly or annual basis. Installment payments are made over a period of years selected by the participant.

A participant's account may be distributed to their beneficiaries in lump sum or in installments upon the participant's death.

Participants are allowed to withdraw their post-tax contributions and earnings thereon one time per calendar year. Participants may withdraw pre-tax contributions only upon meeting certain hardship conditions. The benefits to which participants are entitled are the amounts provided by contributions and investment earnings thereon, including realized and unrealized gains and losses which have been allocated to the participant's account balance. Participants have the option of receiving part of their balance in the Johnson & Johnson Stock Fund as either cash or in shares of Johnson & Johnson common stock (plus cash for fractional shares) for distributions other than a hardship.

Administrative Expenses

All third party administrative expenses are paid by the Plan, unless otherwise provided for by the Company.

Termination

Although it has not expressed an intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a partial or full Plan termination, all Plan funds must be used exclusively for the benefit of the Plan participants in that each participant would receive the respective value in their account.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition of the Trust

The Plan's interest in the Trust is stated at fair value. The majority of the securities are traded on a national securities exchange and are valued at the last reported sales price on the last business day of the year. Securities not traded on a national securities exchange are valued using external pricing vendors, which may include the investment manager. Estimated fair market value for these securities, primarily fixed income, are typically made

using pricing matrices or models. Where readily available, multiple pricing sources are used by the custodian bank to verify these estimates.

As the investment funds contain various underlying assets such as stock and short-term investments, the participant's account balance is reported in units of participation, which allows for immediate transfers in and out of the funds. The purchase or redemption price of the units is determined by State Street, based on the current market value of the underlying assets of the funds. Each fund's net asset value is the value of a single unit, which is computed by adding the value of the fund's investments, cash and other assets, and subtracting liabilities, then dividing the result by the number of units outstanding.

The accompanying notes are an integral part of these financial statements.

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Johnson & Johnson Retirement Savings Plan Notes to Financial Statements

Purchases and sales of securities are recorded on a trade-date basis. Gains and losses on the sale of investment securities are determined on the average cost method. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned on an accrual basis.

Net Appreciation (Depreciation)

The Plan presents, in the Statement of Changes in Net Assets Available for Benefits, the Plan's interest in the net appreciation (depreciation) of the fair value of investments held in the Trust, which consists of unrealized appreciation (depreciation) of the underlying investments and realized gains and losses on sales of investments.

Payment of Benefits

Benefits are recorded when paid.

Derivatives

The Trust will invest in securities from time to time that are denominated in currencies other than the U.S. dollar. To hedge against adverse changes in foreign exchange rates relating to non-U.S. dollar denominated investments, the Trust may enter into forward foreign exchange contracts. Forward foreign exchange contracts qualify as a derivative under Statement of Financial Accounting Standard, *Accounting for Derivative Instruments and Hedging Activities* (SFAS No. 133). The holder is exposed to credit risk for nonperformance and to market risk for changes in interest and currency rates. Those instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the Statements of Net Assets Available For Benefits. The Trust attempts to mitigate this credit risk by utilizing the same policies in making commitments and conditional obligations as it does for on-balance sheet instruments, and through structured trading with reputable parties and continual monitoring procedures. Accordingly the Trust does not anticipate losses for nonperformance. The Trust does not require collateral or other security to support forward foreign exchange contracts. The Trust accounts for forward foreign exchange contracts at fair value. The Trust had forward exchange contracts outstanding at December 31, 2007 and 2006 in various currencies. At December 31, 2007 and 2006, the notional amount outstanding for these contracts in the Trust was \$7,090,172 and \$3,162,281, respectively, and the net currency (loss)/gain recognized during 2007 and 2006 by the Trust was \$31,996 and (\$94,770), respectively. The Trust held no other material derivative financial instruments at December 31, 2007 and 2006.

Fair Value Measurements

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*. This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. The statement is effective for fiscal years beginning after November 15, 2007 and the Plan will adopt the statement and become effective in 2008. The Plan believes that the adoption of SFAS No. 157 will not have a material effect on its Statements of Net Assets Available for Benefits and Statement of Changes in Net Assets Available for Benefits.

Use of Estimates

The preparation of the Plan's financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

The accompanying notes are an integral part of these financial statements.

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Johnson & Johnson

Retirement Savings Plan

Notes to Financial Statements

Risks and Uncertainties

The Plan provides for various investment options in funds which can invest in equity and fixed income securities. Investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Reporting of Fully Benefit-Responsive Investment Contracts

On December 29, 2005, the FASB released FASB Staff Position Nos. AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the FSP)*, which became effective for the Plan on December 31, 2006. The FSP requires that investment contracts held by a defined-contribution plan be reported at fair value. However, contract value is the relevant measurement criteria for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. As required by the FSP, the Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The accompanying notes are an integral part of these financial statements.

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**Johnson & Johnson
Retirement Savings Plan
Notes to Financial Statements
3. Investments in Plan Trust**

Effective January 1, 2003, the assets of the Plan are maintained in the Johnson & Johnson Pension and Savings Plans Master Trust. The Plan holds approximately 1.22% and 1.19%, respectively of the Trust's net assets as of December 31, 2007 and 2006. The Plan's sole investment is its interest in the Trust and therefore is greater than 5% of Plan assets.

Net assets, income, and expenses are allocated to the Plan based on the total of each participant's share in the respective funds.

The following table represents the total value of investments in the Trust:

	As of December 31,	
	2007	2006
Investments at fair value		
Short term investment funds	\$ 605,589,905	\$ 538,645,020
U.S. Government and Agency securities	1,004,959,948	1,086,336,359
Corporate debt	585,744,054	489,780,887
Preferred stock	13,447,079	11,726,687
Common stock	8,706,451,063	8,535,090,404
Common Collective Trusts	2,394,683,035	1,710,530,369
Equities and other	211,810,333	155,487,707
Deposits in group annuity contracts and synthetic GICs	1,130,884,176	1,063,517,625
Total Trust investments at fair value	14,653,569,593	13,591,115,058
Receivables	120,905,382	105,521,725
Liabilities	(299,589,886)	(308,776,008)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(13,390,868)	4,133,018
Net assets held in the Trust	\$ 14,461,494,221	\$ 13,391,993,793

The accompanying notes are an integral part of these financial statements.

Table of Contents**Johnson & Johnson
Retirement Savings Plan
Notes to Financial Statements**

The net investment income of the Johnson & Johnson Pension and Savings Plans Master Trust was composed of the following:

	For the Year Ended December 31, 2007
Net appreciation/(depreciation) in fair value of investments	
Short term investment funds	\$ 39,548,410
U.S. Government and Agency securities	16,063,669
Corporate debt	319,586
Preferred stock	(241,552)
Common stock	322,073,698
Common Collective Trusts	160,001,187
Equities and other	14,174,568
	551,939,566
Interest	169,127,618
Dividends	231,147,530
Net investment income	\$ 952,214,714

4. Guaranteed and Synthetic Investment Contracts

The Trust holds investments in traditional and synthetic guaranteed investment contracts (GICs). The weighted average insurance financial strength rating of the insurers for these contracts is AA. These investments are recorded at their fair values. The traditional GICs contract value represents contributions made under the contract and reinvested income, less any withdrawals. The synthetic GICs are recorded at the wrapper contract value, which represents the value of the underlying assets owned by the Trust plus the amount designed to smooth the impact of normal market fluctuations on those assets. Both the traditional and synthetic GICs are fully benefit-responsive. Participants may under most circumstances direct the withdrawal or transfer of all or a portion of their investment at contract value. Currently no reserves are needed against contract values for credit risk of the contract issuers or otherwise.

The traditional GICs provide a fixed return on principal over a specified period of time through fully benefit-responsive contracts issued by an insurance company, which are backed by the general account of that insurer. The contract value of the traditional GICs was \$668,248,591 and \$690,625,785 at December 31, 2007 and 2006, respectively. The fair value of the traditional GICs, as determined by using discounted cash flows, was \$676,465,649 and \$685,036,934 December 31, 2007 and 2006, respectively.

The synthetic GIC provides a return over a period of time through a fully benefit-responsive contract, or wrapper contract, which is backed by the underlying assets owned by the Trust. The portfolio of assets, overall of AA+

credit quality, underlying the synthetic GIC includes mortgages, corporate, and United States Treasury Notes and Bonds. The contract value of the synthetic GIC was \$449,244,716 and \$377,024,858 at December 31, 2007 and 2006, respectively. The fair value of the synthetic GICs, as determined by using discounted cash flows, was \$454,418,527 and \$378,480,691 at December 31, 2007 and 2006, respectively.

The accompanying notes are an integral part of these financial statements.

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**Johnson & Johnson
Retirement Savings Plan
Notes to Financial Statements**

The accompanying notes are an integral part of these financial statements.

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**Johnson & Johnson
Retirement Savings Plan
Notes to Financial Statements
6. Related Party Transactions**

Certain Plan investments are shares of institutional commingled funds managed by State Street Global Advisors, a division of State Street. State Street is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. As of December 31, 2007 the total market value of investments in the institutional commingled funds in the Plan managed by State Street was \$17,264,195.

The Plan also invests in shares of the Company, which is managed by State Street Global Advisors. The Company is the plan sponsor and, therefore, these transactions qualify as party-in-interest transactions. As of December 31, 2007 the market value of investments in the Johnson & Johnson Common Stock Fund managed by State Street was \$107,360,508.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2007	2006
Net assets available for benefits per the financial statements	\$ 176,763,994	\$ 160,461,074
Amounts allocated to withdrawing participants	(50,105)	(49,852)
Adjustment of synthetic GIC values from contract value to fair value	38,297	9,089
 Net assets available for benefits per the Form 5500	 \$ 176,752,186	 \$ 160,420,311

	For the Year Ended December 31, 2007
Benefits paid to participants per the financial statements	\$ 12,969,139
* Add: Amounts allocated to withdrawing participants at December 31, 2007	50,105
Less: Amounts allocated to withdrawing participants at December 31, 2006	(49,852)
 Benefits paid to participants per the Form 5500	 \$ 12,969,392

* Amounts allocated to the withdrawing participants are recorded on the Form 5500 for benefit payments that have been processed and approved for payment prior to December 31, 2007 but not yet paid as of that date.

The accompanying notes are an integral part of these financial statements.

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**Johnson & Johnson
Retirement Savings Plan
Schedule H, line 4i Schedule of Assets (Held at End of Year)
December 31, 2007**

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
Plan's interest in the Trust	Plan's interest in the Johnson & Johnson Pension and Savings Plans Master Trust		\$176,958,131

The accompanying notes are an integral part of these financial statements.