

JOHNSON & JOHNSON
Form 4
February 13, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VALERIANI NICHOLAS J

(Last) (First) (Middle)

JOHNSON & JOHNSON, ONE
JOHNSON & JOHNSON PLAZA

(Street)

NEW BRUNSWICK, NJ 08933

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
JOHNSON & JOHNSON [JNJ]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Member, Executive Committee

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	05/08/2006		G	V 340 D	40,867	D	
Common	07/05/2006		G	V 498 D	40,369	D	
Common	12/08/2006		G	V 100 D	40,269	D	
Common	02/06/2007		G	V 750 D	39,519	D	
Common	12/06/2007		G	V 150 D	39,369	D	
Common	02/13/2008		M	1,100 A	62.97	D	
Common	01/31/2008		J	V 4 A	9,047	I	401(k) and ESOP

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										Savings Plans	
Common	05/08/2006		G	V	170	A	(1)	3,318	(4)	I	As custodian for Son under UTMA
Common	07/05/2006		G	V	166	A	(1)	3,484	(4)	I	As custodian for Son under UTMA
Common	02/06/2007		G	V	300	A	(1)	3,801	(4) (5)	I	As custodian for Son under UTMA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (6)	(7)					(6)	(6)	Common Stock
Employee Stock Option (Right to Buy) (8)	\$ 61.75	02/11/2008		A	117,279	02/11/2011	02/10/2018	Common Stock
Restricted Share Units	(9)	02/11/2008		A	9,773	02/11/2011	(10)	Common Stock
		02/13/2008		M	1,100	12/03/2001	12/02/2008	

