#### **JOHNSON & JOHNSON**

Form 4

December 08, 2004

### FORM 4

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

**OMB** Number:

3235-0287

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

BURROW GERARD N			2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (N		3. Date of Earliest Transaction				`	**	,	
ONE JOHNSON & JOHNSON PLAZA			(Month/Day/Year) 12/07/2004				X Director Officer (gives below)	ve titleOth	% Owner her (specify	
	(Street)			ndment, Dat th/Day/Year)	e Original		6. Individual or Applicable Line) _X_ Form filed by	•	Person	
NEW BRUN (City)	(State)	33 (Zip)	Table	I Non Do	wiwatiwa S	laannitiaa Aa	Person  quired, Disposed			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ned n Date, if	3. Transactio Code (Instr. 8)	4. Securion Acquired Disposed (Instr. 3,	ties l (A) or l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common							8,756 <u>(1)</u>	D		
Common							400	I	Held by Wife (2)	
Reminder: Repo	ort on a separate line	for each cla	ss of secur	rities benefic		•	indirectly.	ection of	SEC 1474	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

information contained in this form are not

required to respond unless the form displays a currently valid OMB control (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. 5. Number Transaction of Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price (Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (3)	<u>(4)</u>	12/07/2004	J	114	(3)	(3)	Common	114	<u>(3)</u>

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BURROW GERARD N

ONE JOHNSON & JOHNSON PLAZA X

NEW BRUNSWICK, NJ 08933

## **Signatures**

Michael H. Ullmann, Attorney-in-Fact for G. N.
Burrow 12/08/2004

\*\*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 5 shares held under Issuer's Dividend Reinvestment Plan.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The Phantom Stock Units acquired under the Issuer's Non-Employee Director Deferred Fee Plan on December 7, 2004 at \$61.83 per share are to be settled in cash upon the Reporting Person's Retirement.
- **(4)** 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.

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