POON CHRISTINE A Form 4 July 01, 2008

FORM 4

Section 16.

Form 4 or

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * POON CHRISTINE A			2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]						5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)					
JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA			(Month/Day/Year) 06/30/2008					X Director 10% Owner Other (specify below)				
JOHNSON 8	e Johnson F	LAZA							7	ice Chairman		
Filed(M				f Amendment, Date Original ed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW BRUN	SWICK, NJ 08	3933							Person	Word than one re	cporting	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securin Acquired Disposed (Instr. 3,	(A) 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common									44,801	D		
Common (1)	05/30/2008			J	V	1	A	(1)	175	I	401 (k) and ESOP Savings Plans	
Reminder: Repo	rt on a separate lir	ne for each cl	ass of secur	ities bei	nefic	ially owne	ed dire	ectly 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								

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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. Transactic Code (Instr. 8)	5. onNumber 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 A Underlying S (Instr. 3 and	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 (2)	(3)	06/30/2008	J	86	(2)	(2)	Common Stock	86	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
POON CHRISTINE A JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK NI 08933	X		Vice Chairman				

Signatures

Linda E. King, Attorney in Fact for Christine A. Poon 06/30/2008

**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) Share acquired under Johnson & Johnson's 401(k) and ESOP Savings Plans at Plans' most recent reporting date (05/30/2008).
- (2) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on June 30, 2008 at \$64.06 per share are to be settled in cash upon the Reporting Person's Retirement.
- (3) 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.

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