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JOHNSON & JOHNSON  
Form 10-K/A  
June 26, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 29, 2002      Commission file number 1-3215

J O H N S O N   &   J O H N S O N  
(Exact name of Registrant as specified in its charter)

New Jersey      22-1024240  
(State of      (I.R.S. Employer  
Incorporation)      Identification No.)

One Johnson & Johnson Plaza      08933  
New Brunswick, New Jersey      (Zip Code)  
(Address of principal executive offices)

Registrant's telephone number, including area code (732) 524-0400

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT

| Title of each class<br>-----   | Name of each exchange on<br>which registered<br>----- |
|--------------------------------|---|
| Common Stock, Par Value \$1.00 | New York Stock Exchange                               |

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

The aggregate market value of the voting stock held by non-affiliates of the Registrant on June 28, 2002 was approximately \$156 billion.

On February 25, 2003 there were 2,969,972,365 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Parts I and II: Portions of Registrant's annual report to shareowners for fiscal year 2002.

Part III:      Portions of Registrant's proxy statement for its 2003 annual meeting of shareowners.

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SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 9, 2003

JOHNSON & JOHNSON  
(Registrant)

By: /s/ W. C. Weldon

-----  
W.C. Weldon, Chairman, Board of Directors  
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature<br>-----                            | Title<br>-----   | Date<br>----- |
|---|--|---------------|
| /s/ W.C. Weldon<br>-----<br>W.C. Weldon       | Chairman, Board of<br>Directors, Chief<br>Executive Officer and<br>Director (Principal<br>Executive Officer) | June 9, 2003  |
| /s/ R. J. Darretta<br>-----<br>R. J. Darretta | Executive Vice President,<br>Chief Financial Officer<br>and Director<br>(Principal Financial Officer)        | June 11, 2003 |
| /s/ S. J. Cosgrove<br>-----<br>S. J. Cosgrove | Controller   | June 9, 2003  |
| /s/ G. N. Burrow<br>-----<br>G. N. Burrow     | Director   | June 9, 2003  |
| /s/ J. G. Cullen<br>-----<br>J. G. Cullen     | Director   | June 9, 2003  |
| /s/ M. J. Folkman<br>-----<br>M. J. Folkman   | Director   | June 9, 2003  |

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|   |   |               |
|---|---|---------------|
| -----                                       | -----   | -----         |
| /s/ A. D. Jordan<br>-----<br>A. D. Jordan   | Director  | June 9, 2003  |
| /s/ A. G. Langbo<br>-----<br>A. G. Langbo   | Director  | June 9, 2003  |
| /s/ J. T. Lenehan<br>-----<br>J. T. Lenehan | Vice Chairman,<br>Board of Directors,<br>President and Director | June 10, 2003 |
| /s/ L. F. Mullin<br>-----<br>L. F. Mullin   | Director  | June 9, 2003  |
| /s/ D. Satcher<br>-----<br>D. Satcher       | Director  | June 9, 2003  |
| /s/ H. B. Schacht<br>-----<br>H. B. Schacht | Director  | June 9, 2003  |

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EXHIBIT INDEX

| Reg. S-K<br>Exhibit Table<br>Item No.<br>----- | Description<br>of Exhibit<br>-----  |
|--|---|
| 3(a) (i)                                       | Restated Certificate of Incorporation dated April 26, 1990- Incorporated 3(a) of the Registrant's Form 10-K Annual Report for the year ended Decem                                |
| 3(a) (ii)                                      | Certificate of Amendment to the Restated Certificate of Incorporation of Incorporated herein by reference to Exhibit 3(a) of the Registrant's Form ended January 3, 1993.         |
| 3(a) (iii)                                     | Certificate of Amendment to the Restated Certificate of Incorporation of Incorporated herein by reference to Exhibit 3(a) (iii) of the Registrant's year ended December 29, 1996. |
| 3(a) (iv)                                      | Certificate of Amendment to the Restated Certificate of Incorporation of - Incorporated herein by reference to Exhibit 3 of the Registrant's Form quarter ended July 1, 2001.     |
| 3(b)   | By-Laws of the Company, as amended effective June 11, 2001 - Incorporated 99.2 of the Registrant's Form 10-Q Quarterly Report for the quarter ended                               |
| 4(a)   | Upon the request of the Securities and Exchange Commission, the Registran instruments defining the rights of holders of long term debt of the Regis                               |

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- 10(a) Stock Option Plan for Non-Employee Directors -- Incorporated herein by reference to Registrant's Form 10-K Annual Report for the year ended December 29, 1996.
- 10(b) 2000 Stock Option Plan (as amended) - (1).\*
- 10(c) 1995 Stock Option Plan (as amended) -- Incorporated herein by reference to Registrant's Form 10-K Annual Report for the year ended January 3, 1999.\*
- 10(d) 1991 Stock Option Plan (as amended) -- Incorporated herein by reference to Registrant's Form 10-K Annual Report for the year ended December 28, 1997.
- 10(e) 2000 Stock Compensation Plan - Incorporated herein by reference to Exhibit 10-K Annual Report for the year ended December 31, 2000.\*
- 10(f) Executive Incentive Plan (as amended) - Incorporated herein by reference to Registrant's Form 10-K Annual Report for the year ended December 31, 2000.
- 10(g) Domestic Deferred Compensation (Certificate of Extra Compensation) Plan (as amended) -- Incorporated herein by reference to Exhibit 10(g) of the Registrant's Form 10-K Annual Report for the year ended December 31, 2001.\*
- 10(h) Deferred Fee Plan for Directors (as amended) - (1).\*
- 10(i) Executive Income Deferral Plan (as amended) - (1).\*

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- 10(j) Excess Savings Plan -- Incorporated herein by reference to Exhibit 10(j) of the Registrant's Form 10-K Annual Report for the year ended December 29, 1996.\*
- 10(k) Supplemental Retirement Plan -- Incorporated herein by reference to Exhibit 10(k) of the Registrant's Form 10-K Annual Report for the year ended January 3, 1993.\*
- 10(l) Executive Life Insurance Plan -- Incorporated herein by reference to Exhibit 10(l) of the Registrant's Form 10-K Annual Report for the year ended January 3, 1993.\*
- 10(m) Stock Option Gain Deferral Plan -- Incorporated herein by reference to Exhibit 10(m) of the Registrant's Form 10-K Annual Report for the year ended January 2, 2000.\*
- 10(n) Estate Preservation Plan -- Incorporated herein by reference to Exhibit 10(n) of the Registrant's Form 10-K Annual Report for the year ended January 2, 2000.\*
- 10(o) Letter Agreement dated June 24, 2002 between the Company and Mr. R. S. Lauder regarding post-employment arrangements -- (1).\*
- 10(p) Consulting Agreement between the Company and Dr. Judah Folkman, member of the Board of Directors -- (1).\*
- 12 -- Statement of Computation of Ratio of Earnings to Fixed Charges -- (1).\*
- 13 -- Pages 28-58 of the Company's Annual Report to Shareowners for fiscal year 2002 and the Annual Report incorporated by reference in this document are deemed to be incorporated herein by reference -- (1).\*
- 21 -- Subsidiaries -- (1).\*
- 23 -- Consent of Independent Accountants - (1).\*
- 99(a) (i) -- Form 11-K for the Johnson & Johnson Savings Plan -- Filed with this document.

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- 99(a) (ii) -- Form 11-K for the Johnson & Johnson Retirement Savings Plan -- Filed w
- 99(a) (iii) -- Form 11-K for the Johnson & Johnson Savings Plan for Union Represented document.
- 99(a) (iv) -- Form 11-K for the ALZA Corporation Tax Deferral Investment Plan - File
- 99(b) -- Cautionary Statement pursuant to Private Securities Litigation Reform Forward-Looking Statements -- (1).

-----  
(1) Incorporated herein by reference to the Exhibit bearing the same Exhibit Number in Registrant's Form 10-K Annual Report for the fiscal year ended December 29, 2002.

\* Management contracts and compensatory plans and arrangements required to be filed as Exhibits to this form pursuant to Item 14(c) of the report.

A copy of any of the Exhibits listed above will be provided without charge to any shareowner submitting a written request specifying the desired Exhibit(s) to the Secretary at the principal executive offices of the Company.