JOHNSON & JOHNSON

Form 4

February 15, 2006

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Section 16.
Form 4 or
Form 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)

1. Name and Address of Reporting Person ** LANGBO ARNOLD G			Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle)		(Middle)	JOHNSON 3. Date of Earl		(Check all applicable)						
(Last)	(i list)	(Middle)	(Month/Day/Y			X Direc	ctor	10% Owner			
JOHNSON & JOHNSON, ONE			02/13/2006		Office	e Other (specify					
JOHNSON	N & JOHNSON	PLAZA				below)		below)			
	(Street)		4. If Amendme	ent, Date Original		6. Individua	al or Joint/	/Group Filing(Check			
			Filed(Month/Da	ay/Year)		Applicable L _X_ Form fi	· · · · · · · · · · · · · · · · · · ·	Reporting Person			
NEW BRU	JNSWICK, NJ (08933				Form fil Person	ed by More	than One Reporting			
(City)	(State)	(Zip)	Table I -	Non-Derivative Securitie	ies Acqu	uired, Dispo	osed of, or	r Beneficially Owned			
1.Title of	2. Transaction Dat	te 2A. Deeme	d 3.	4. Securities	5. A	amount of	6.	7. Nature of Indirec			

•	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Bene						nencially 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)	Disposed	ed (A) or		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common	02/13/2006		A	1,714 (1)	A	\$0	3,225 (2)	D		
Common							185 (3)	I	By Broker-Directed Living Trust	
Common							900 (4)	I	Held in Trust for Wife	
Common							700	I	Held in Foundation	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. TransactionNumber		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	•	Year)	(Instr. 3 and	4)	Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (5)	<u>(6)</u>					(5)	(5)	Common	0	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LANGBO ARNOLD G **JOHNSON & JOHNSON** ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933



Signatures

Linda E. King, Attorney in Fact for Arnold G. Langbo

02/14/2006

**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) Annual grant of restricted stock issued to Non-Employee Directors under Issuer's Long-Term Incentive Plan
- (2) Includes 1,511 shares previously reported as held indirectly.
- (3) Adjusted to deduct 1,511 shares previously reported as held indirectly, which are now reported as directly held.

(4)

Reporting Owners 2

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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.

- (5) The Phantom Stock Units held under the Issuer's Non-Employee Director Deferred Fee Plan are to be settled in cash upon the Reporting Person's Retirement.
- **(6)** 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.