#### Edgar Filing: Scodari Joseph C - Form 4

Scodari Josep Form 4	oh C										
February 15,	2007										
<b>FORM</b>	4			~						PPROVAL	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this if no long subject to Section 16 Form 4 or Form 5	er <b>STATEM</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(a	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 R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Scodari Joseph C			suer Name ol NSON &					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		JOHNSON & JOHNSON [JNJ] 3. Date of Earliest Transaction					(Chec	(Check all applicable)		
JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA			(Month/Day/Year) 02/12/2007					Director 10% Owner X_ Officer (give title Other (specify below) below) Executive Committee Member			
	. If Amendment, Date Original ïled(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>					
NEW BRUN	SWICK, NJ 0893	33						Form filed by M Person	More than One R	eporting	
(City)	(State) (A	Zip) T	able I - No	n-De	erivative S	Securi	ties Ace	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)		))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct Indirect ly (D) or Benefic Indirect (I) Owners (Instr. 4) (Instr. 4			
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common								6,928	D		
Common	01/31/2007		J	V	42	A	<u>(1)</u>	2,543	I	401 (k) and ESOP Savings Plans	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option (Right to Buy) (2)	\$ 65.62	02/12/2007		А	109,723	02/12/2010	02/10/2017	Common Stock	109,7
Restricted Share Units	(3)	02/12/2007		А	9,144	02/12/2010	<u>(4)</u>	Common Stock	9,14

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Scodari Joseph C JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933			Executive Committee Member			
Signatures						
Linda King, as Attorney-in-Fact for Joseph Scodari	n C.	02/	/15/2007			

\*\*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) Shares held under Johnson & Johnson's 401(k) and ESOP Savings Plans at Plans' most recent reporting date (01/31/2007).
- (2) Awarded under Issuer's Long-Term Incentive Plan.
- (3) Each Restricted Share Unit represents a contingent right to receive one share of Company Common Stock.
- (4) The Restricted Share Units vest three years after date of grant.

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.