Edgar Filing: LANGBO ARNOLD G - Form 4

	APPROVAL				
FORM /	APPROVAL				
Washington, D.C. 20549 Number:	3235-0287				
Check this box if no longer CTLA TERMENTE OF CHANCES IN DENERICIAL ON NED CHIEF STREET	January 31, 2005				
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimate Section 16. SECURITIES Estimate burden h response	Estimated average burden hours per response 0.5				
Form 5 obligations may continue. See Instruction 1(b). 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 Responses)					
LANGBO ARNOLD G Symbol Issuer IOHNSON & JOHNSON [JNJ]					
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applica	(Check all applicable)				
	Officer (give title Other (specify				
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW BRUNSWICK, NJ 08933 — Form filed by More than One Person	e Reporting				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic	cially Owned				
Security (Instr. 3) (Month/Day/Year) Execution Date, if any TransactionAcquired (A) or Code Securities Ownership Ber (Instr. 3) any Code Disposed of (D) Beneficially Form: Ownership Beneficially (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) (Instr. 4) (A) or (Instr. 4) (Instr. 4) (Instr. 4)	Ownership D) (Instr. 4) Ct				
Code V Amount (D) Price By Common 1,696 I Bro	voker-Directed ving Trust				
Common $900 \frac{(1)}{1}$ I He Wi	eld in Trust for ife				
('ommon 700 I	eld in oundation				

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 formSEC 1474
(9-02)

Edgar Filing: LANGBO ARNOLD G - Form 4

displays a currently valid OMB control number.

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. Transact Code (Instr. 8)	Derivative	Expiration Date Underlyin		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units <u>(2)</u>	<u>(3)</u>	06/07/2005	J	580	(2)	(2)	Common	580	<u>(2)</u>

Reporting Owners

Reporting Owner Name / AddressRelationshipDirector10% OwnerOfficerOtherLANGBO ARNOLD G
JOHNSON & JOHNSON
ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933XYYYSignatures
Langbo06/072005Date

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) 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.
- (2) The Phantom Stock Units acquired under the Issuer's Non-Employee Director Deferred Fee Plan on June 7, 2005 at \$66.50 per share are to be settled in cash upon the Reporting Person's Retirement.

(**3**) 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.