

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**

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ISSUER

JOHNSON & JOHNSON

CIK: **200406** | IRS No.: **221024240** | State of Incorporation: **NJ** | Fiscal Year End: **0103**
SIC: **2834** Pharmaceutical preparations

Business Address
*ONE JOHNSON & JOHNSON
PLZ
NEW BRUNSWICK NJ 08933
7325242454*

REPORTING OWNER

SCHACHT HENRY B

CIK: **1184009**
Type: **4** | Act: **34** | File No.: **001-03215** | Film No.: **05791719**

Business Address
*201 ISABELLA STREET
PITTSBURGH PA 15212-5858
4125534707*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person SCHACHT HENRY B			2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005					
JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NEW BRUNSWICK, NJ 08933								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common	04/28/2005		A		1,511 ⁽¹⁾	A	\$ 0	3,900 ⁽²⁾	D	

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. Transaction Code (Instr. 8)		5. Number 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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Phantom Stock Units ⁽³⁾	(4)							(3)	(3)	Common	0	12,874	D	

Explanation of Responses:

1. Awarded under Issuer's Long-Term Incentive Plan. The 1,511 shares represent shares of restricted stock granted to each of the Issuer's Non-Employee Directors having a value of \$100,000 at closing price of the Issuer's Common Stock on the New York Stock Exchange on February 14, 2005 of \$66.18.

The number of shares of restricted stock was set when the Issuer's Board of Directors approved such grants on February 14, 2005. The actual issuance of the restricted stock was subject to shareholder approval, which was obtained on April 28, 2005.

2. Includes 214 shares held under Issuer's Dividend Reinvestment Plan.
3. 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.
4. 1 for 1

Signatures

Linda E. King, Attorney-in-Fact for Henry B. Schacht

** Signature of Reporting Person

05/02/2005

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.