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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. 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 Underlying Securities (Instr. 3 and 4) |        |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title  | Amount or Number of Shares |
| Phantom Stock Units                        | (3)                                                    |                                      |                                                    |                                |                                                                                         | (4)                                                      | (4)                                                           | Common | 0                          |
| Employee Stock Option (Right to Buy) (5)   | \$ 21.57 (1)                                           | 10/19/2005                           |                                                    | M                              | 44,175                                                                                  | 11/30/1997                                               | 11/30/2005                                                    | Common | 44,175                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |              |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|--------------|-------|
|                                                                                                 | Director      | 10% Owner | Officer      | Other |
| WELDON WILLIAM C<br>JOHNSON & JOHNSON<br>ONE JOHNSON & JOHNSON PLAZA<br>NEW BRUNSWICK, NJ 08933 | X             |           | Chairman/CEO |       |

## Signatures

Linda E. King, Attorney-in-Fact for William C. Weldon 10/21/2005

\_\_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) Adjusted to reflect two-for-one stock splits in 1996 and 2001.
- (2) Shares held under Johnson & Johnson's 401(k) and ESOP Savings Plans at Plans' most recent reporting date (09/30/2005).
- (3) The Phantom Stock converts into common stock on a one-for-one basis.

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- (4) The Phantom Stock Units held under the Issuer's Executive Income Deferral Plan are to be settled in cash upon the Reporting Person's Retirement.
- (5) Awarded under Issuer's Stock Option Plan and exercisable in increments of 20% per year starting two years from 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.