

LANGBO ARNOLD G
Form 4
February 12, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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

Filed By
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1. Name and Address of Reporting Person* Langbo, Arnold G. (Last) (First) (Middle) One Johnson & Johnson Plaza (Street) New Brunswick, NJ 08933 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Johnson & Johnson (JNJ)			6. 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)				
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year February 10, 2003			7. 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				
			5. If Amendment, Date of Original (Month/Day/Year)							
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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	01/16/01 ⁽¹⁾		P		92	A	\$46.94		I	By Broker-Directed IRA
Common	02/01/01 ⁽¹⁾		P		86	A	\$46.94		I	By Broker-Directed IRA
Common	02/07/01 ⁽¹⁾		S		34	D	\$47.46		I	By Broker-Directed IRA
Common	05/17/01 ⁽¹⁾		P		20	A	\$49.72		I	By Broker-Directed IRA
Common	05/17/01 ⁽¹⁾		P		10	A	\$49.72		I	By Broker-Directed Living Trust
Common	07/25/2001		P		27	A	\$52.27		I	By Broker-Directed IRA
Common	07/25/2001		P		19	A	\$52.27		I	By Broker-Directed Living Trust
Common	07/26/2001		P		8	A	\$52.85		I	By Broker-Directed IRA

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Common	07/26/2001		P		6	A	\$52.85		I	By Broker-Directed Living Trust
Common	08/22/2001		P		20	A	\$54.52		I	By Broker-Directed IRA
Common	08/22/2001		P		15	A	\$54.52	50	I	By Broker-Directed Living Trust
Common	01/11/2002		G	V	900	D				
Common	01/18/2002		S		10	D	\$59.87		I	By Broker-Directed IRA
Common	10/23/2002		S		15	D	\$57.06	194	I	By Broker-Directed IRA
Common	12/02/2002		G	V	800	D		135 ⁽²⁾	D	
Common	01/11/2002		G	V	900	A		900 ⁽³⁾	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.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 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						Title
Phantom Stock Units ⁽⁴⁾	1 for 1									Common		32,502	D		
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$52.20		2/10/2003	A		6,300		02/10/04	02/09/13	Common	6,300	\$52.20	6,300	D	

Explanation of Responses:

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- (1) Adjusted to reflect two-for-one stock split.
- (2) Includes 400 shares previously reported as owned by Reporting Person but omitted from recent Form 4 filings due to clerical error (adjusted to reflect two-for-one stock split).
- (3) The Reporting Person disclaims beneficial ownership of such securities for purposes of Section 16 or for any other purpose.
- (4) The Phantom Stock Units held under the Issuer's Non-Employee Director Deferred Fee Plan as of January 31, 2003 are to be settled in cash upon the Reporting Person's Retirement.
- (5) Issued pursuant to Issuer's Stock Option Plan.

By: /s/ **A. G. Langbo**
A. G. Langbo

**Signature of Reporting Person

February 11, 2003
Date

**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.

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