

JOHNSON & JOHNSON
Form 4
January 03, 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).

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

OMB Number: 3235-0287
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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 Romeo & Dye's Instant Form 4 Filer
www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s)		
Fine, Roger S.			Johnson & Johnson (JNJ)				to Issuer (Check all applicable)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year		
One Johnson & Johnson Plaza							December 31, 2002		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)				7. Individual or Joint/Group Filing (Check Applicable Line)		
New Brunswick, NJ 08933							X Form filed by One Reporting Person		
(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 & 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 Ownership (Instr. 4)		
Common	12/10/2002		G V	4,654 D	140,288	D			
Common ⁽¹⁾	11/29/2002		J V	7 A	1,998	I			
Common					34,174	I	By GRATS		
Common					14,000 ⁽²⁾	I	By Wife		
Common	12/10/2002		G V	1,343 A	11,970 ⁽³⁾	I	Trust for Son		
Common	12/10/2002		G V	1,343 A	10,570 ⁽⁴⁾	I	Trust for Son		

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 Acquired (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	Amount or Number of Shares			
Phantom Stock Units⁽⁵⁾	1 for 1	12/31/2002		J			36			Common	36	\$53.62	9,607	D

Explanation of Responses:

- (1) Shares held under Johnson & Johnson's 401(k) and ESOP Savings Plans at Plan's most recent reporting date (12/31/2002).
(2) The reporting person disclaims beneficial ownership of such securities for purposes of Section 16 or for any other purpose.
(3) The reporting person disclaims beneficial ownership of such securities for purposes of Section 16 or for any other purpose.
(4) The reporting person disclaims beneficial ownership of such securities for purposes of Section 16 or for any other purpose.
(5) The Phantom Stock Units acquired on December 31, 2002 for \$53.62 per share under the Issuer's Executive Income Deferral Plan are to be settled in cash upon the Reporting Person's Retirement.

By: /s/ **M. H. Ullmann**

M. H. Ullmann, Attorney in Fact for R. S.

Fine

****Signature of Reporting Person**

January 3, 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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POWER OF ATTORNEY

Know all persons by these presents, that the undersigned hereby constitutes and appoints

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer

(2) do and perform any and all acts for and on behalf of the undersigned which may be

(3) take any other action of any type whatsoever in connection with the foregoing whi

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The undersigned hereby grants to each such attorney-in-fact full power and authority to do

This Power of Attorney shall remain in full force and effect until the undersigned is no

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as o

/s/ Roger S. Fine

Name: Roger S. Fine

Date: September 12, 2002

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