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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *

**WELDON WILLIAM C**

(Last) (First) (Middle)

**JOHNSON & JOHNSON,ONE JOHNSON & JOHNSON PLAZA**

(Street)

**NEW BRUNSWICK,NJ08933**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

**JOHNSON & JOHNSON [ JNJ ]**

3. Date of Earliest Transaction (MM/DD/YYYY)

**9/30/2003**

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

__ **X** __ Director _____ 10% Owner
__ **X** __ Officer (give title below) _____ Other (specify below)
**Chairman/CEO**

6. Individual or Joint/Group Filing (Check Applicable Line)

_ **X** _ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Transaction Date (MM/DD/YYYY) | 2A. Deemed Execution Date, if any (MM/DD/YYYY) | 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** | | | | | | | | **158598** | **D** | |
| **Common** (1) | **9/30/2003** (1) | | **J** | **V** | **10** | **A** | **$0** (1) | **2034** | **I** | **401 (k) and ESOP Savings Plans** |
| **Common** | | | | | | | | **18317** | **I** | **By GRAT** |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (MM/DD/YYYY) | 3A. Deemed Execution Date, if any (MM/DD/YYYY) | 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 | | 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 | Title | Amount or Number of Shares | | | | |
| **Phantom Stock Units** | **$0** (2) | **9/30/2003** | | **J** | | **16** | | (3) | (3) | **Common** | **16** | **$49.55** | **3397** | **D** | |

**Explanation of Responses:**

**( 1)** Shares acquired under Johnson & Johnson's 401(k) and ESOP Savings Plans at Plan's most recent reporting date (09/30/2003).

**( 2)** The Phantom Stock converts into common stock on a one-for-one basis.

**( 3)** The Phantom Stock Units were acquired under the Issuer's Executive Income Deferral Plan on September 30, 2003 at $49.55 per share and are to be settled in cash upon the Reporting Person's Retirement.

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**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,NJ08933** | **X** | | **Chairman/CEO** | |

**Signatures**

| | |
|---|---|
| **M. H. Ullmann, Attorney in Fact for W. C. Weldon** | **10/1/2003** |
| ** Signature of Reporting Person | 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. |

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