

JOHNSON & JOHNSON  
Form 8-K  
June 23, 2008

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of Earliest Event Reported) June 18, 2008**

**JOHNSON & JOHNSON**  
(Exact Name of Registrant as Specified in Charter)

NEW JERSEY  
(State or Other Jurisdiction  
of Incorporation)

I-3215  
(Commission File Number)

22-1024240  
(IRS Employer  
Identification No.)

One Johnson & Johnson Plaza  
New Brunswick, New Jersey  
(Address of Principal Executive Offices)

08933  
(Zip Code)

(732) 524-0400

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On June 18, 2008, Johnson & Johnson, a New Jersey corporation (the Company ) commenced and later that day priced an underwritten public offering of \$900,000,000 aggregate principal amount of 5.15% Notes due 2018 and \$700,000,000 aggregate principal amount of 5.85% Notes due 2038 (collectively, the Notes ) under the Company s Registration Statement on Form S-3, Reg. No. 333-149632. The issuance and sale of the Notes are expected to close on June 23, 2008. A legal opinion regarding certain matters of New Jersey and New York law is attached hereto as Exhibit 5.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**Number Description**

- |      |                                                                                                                        |
|------|------------------------------------------------------------------------------------------------------------------------|
| 5.1  | Opinion of James J. Bergin, Assistant General Counsel of the Company.                                                  |
| 23.1 | Consent of James J. Bergin, Assistant General Counsel of the Company (included in Exhibit 5.1 of this current report). |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Johnson & Johnson has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JOHNSON & JOHNSON

By: /s/ Steven M. Rosenberg  
Steven M. Rosenberg  
Secretary

Date: June 23, 2008

**EXHIBIT INDEX**

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