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JOHNSON & JOHNSON
Form 8-K
August 25, 2005

UNITED STATES
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): August 25,
2005

JOHNSON & JOHNSON

(Exact name of registrant as specified in its charter)

New Jersey	1-3215	22-1024240
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933

(Address of principal executive offices) (zip code)

Registrant's telephone number including area code: (732) 524-
0400

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))

Item 1.01. Entry into a Material Definitive Agreement.

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On April 28, 2005, the shareholders of Johnson & Johnson (the "Company") approved the Johnson & Johnson 2005 Long-Term Incentive Plan (the "Plan"). The Plan provides for grants of stock options to eligible employees of the Company and awards of restricted shares to non-employee directors of the Company. Forms of the Stock Option Certificate and Restricted Shares to Non-Employee Directors Certificate under the Plan containing terms and conditions customary for such types of awards and grants (the "Certificates") are filed as Exhibit 10.1 to this document. The Certificates were listed as an exhibit to, but inadvertently omitted from, the Company's Quarterly Report on Form 10-Q for the quarterly period ended July 3, 2005.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

- 10.1 Form of Stock Option Certificate and Restricted Shares to Non-Employee Directors Certificate under the Johnson & Johnson 2005 Long-Term Incentive Plan.*

*Management contract or compensatory plan.

SIGNATURE

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

JOHNSON & JOHNSON

Date: August 25, 2005

By: /s/ Stephen J. Cosgrove
Stephen J. Cosgrove
Controller
(Principal Accounting Officer)