

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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