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JOHNSON & JOHNSON
Form 8-K
February 17, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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):
February 13, 2006

JOHNSON & JOHNSON
(Exact name of registrant as specified in its charter)

New Jersey 1-3215 22-1024240
(State or Other Juris- (Commission (IRS Employer
diction of Incorporation) File No.) 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.

Compensation of Named Executive Officers

On February 13, 2006, the Compensation & Benefits
Committee (the "Committee") of Johnson & Johnson (the
"Company") completed its annual performance and compensation
review of the Company's executive officers and approved
compensation for performance during 2005. The following is
a description of the compensation arrangements that were
approved by the Committee for the executive officers who
will be included as the Named Executive Officers in the

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Company's Proxy Statement for the 2006 Annual Meeting of Shareholders which is expected to be filed on or about March 15, 2006 (the "2006 Proxy Statement").

Annual Base Salary:

The Committee approved the following base salaries, effective February 27, 2006, for the Named Executive Officers:

William C. Weldon	\$1,670,000
Chairman/CEO	

Christine A. Poon	\$ 975,000
Vice Chairman/Worldwide Chairman, Medicines & Nutritionals	

Robert J. Darretta	\$1,030,000
Vice Chairman/CFO	

Michael J. Dormer	\$ 735,000
Worldwide Chairman, Medical Devices	

Per A. Peterson	\$ 835,000
Chairman, R&D Pharmaceuticals Group	

Bonus:

The Committee approved the following bonus payments for performance in 2005 (divided at the discretion of the Committee between cash and the fair market value of Common Stock awards on February 17, 2006):

Mr. Weldon	\$3,000,000
Ms. Poon	\$ 945,000
Mr. Darretta	\$ 891,000
Mr. Dormer	\$ 940,500
Dr. Peterson	\$ 750,268

Stock Option and Restricted Share Unit Grants:

The Committee approved the following stock option and Restricted Share Unit ("RSU") grants under the Company's 2005 Long-Term Incentive Plan. The stock options were granted at an exercise price of \$58.34, which was the fair market value of the Company's Common Stock on the date of grant. The options will become exercisable on February 13, 2009 and expire on February 12, 2016. The RSUs were granted at the fair market value of the Company's Common Stock on the date of grant. The RSUs will vest on February 13, 2009, upon which for each RSU, the holder, if still employed by the Company on such date, will receive one share of the Company's Common Stock.

Mr. Weldon	452,520 stock options	37,710 RSUs
Ms. Poon	205,691 stock options	17,141 RSUs
Mr. Darretta	138,841 stock options	11,570 RSUs
Mr. Dormer	128,557 stock options	10,713 RSUs
Dr. Peterson	128,557 stock options	10,713 RSUs

Long Term Incentive Plan Awards:

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The Committee approved the following long-term incentive plan awards on February 13, 2006 in recognition of performance during 2005 under the Company's Certificate of Extra Compensation ("CEC") program. Awards are not paid out until retirement or other termination of employment. As of the end of fiscal year 2005, the CEC value per unit was \$23.16. The value of the CEC units is preliminary and is subject to increase or decrease based on the performance of the Company. Reference is made to the Company's 2005 Proxy Statement for a more complete description of the Company's CEC program.

Mr. Weldon	150,000 CEC units
Ms. Poon	200,000 CEC units
Mr. Darretta	85,000 CEC units
Mr. Dormer	80,000 CEC units
Dr. Peterson	25,000 CEC units

The Company expects to file the 2006 Proxy Statement on or about March 15, 2006. The 2006 Proxy Statement will include additional information with respect to the compensation arrangements for executive officers of the Company.

SIGNATURES

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
(Registrant)

Date: February 16, 2006

By: /s/ Michael H. Ullmann
Michael H. Ullmann
Secretary