

JOHNSON & JOHNSON
Form 425
February 24, 2005

Form 425 Filed by Johnson & Johnson
Pursuant to Rule 425 promulgated under the Securities Act of 1933,
as amended, and deemed filed pursuant to Rule 14a-12 promulgated
under the Securities Exchange Act of 1934, as amended

Subject Company: Guidant Corporation
Commission File No.: 001-13388

Johnson & Johnson has filed a Registration Statement on Form S-4 with the SEC (Registration No. 333-122856) containing a preliminary prospectus/proxy statement regarding the proposed transaction. This material is not a substitute for the definitive prospectus/proxy statement Johnson & Johnson and Guidant Corporation will file with the Securities and Exchange Commission. Investors are urged to read the definitive prospectus/proxy statement, when available, which contains important information, including detailed risk factors. The prospectus/proxy statement and other documents filed by Johnson & Johnson and Guidant Corporation with the Securities and Exchange Commission are available free of charge at the SEC's website, www.sec.gov, or by directing a request to Johnson & Johnson, One Johnson & Johnson Plaza, New Brunswick, NJ 08933, Attention: Investor Relations, or by directing a request to Guidant Corporation, 111 Monument Circle, #2900, Indianapolis, IN 46204-5129, Attention: Investor Relations.

Guidant Corporation, its directors, and certain of its executive officers may be considered participants in the solicitation of proxies in connection with the proposed transactions. Information about the directors and executive officers of Guidant Corporation and their ownership of Guidant stock is set forth in Guidant Corporation's annual report on Form 10-K for the fiscal year ended December 31, 2004. Investors may obtain additional information regarding the interests of such participants by reading the definitive prospectus/proxy statement when it becomes available.

The following is a slide presentation shown to employees of Guidant Corporation to provide information about Johnson & Johnson.
