

JOHNSON & JOHNSON  
Form 8-K  
May 20, 2011

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**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) May 17, 2011**

**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 May 17, 2011, Johnson & Johnson, a New Jersey corporation (the Company) entered into an underwriting agreement (as amended, the Underwriting Agreement) with J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc. as representatives of the several Underwriters named in Schedule I thereto (the Underwriters) pursuant to which the Company agreed to issue and sell to the Underwriters:

(1) \$500 million aggregate principal amount of Floating Rate Notes due 2013;

(2) \$750 million aggregate principal amount of Floating Rate Notes due 2014;

(3) \$500 million aggregate principal amount of 0.70% Notes due 2013;

(4) \$1,000 million aggregate principal amount of 1.20% Notes due 2014;

(5) \$900 million aggregate principal amount of 2.15% Notes due 2016;

(6) \$450 million aggregate principal amount of 3.55% Notes due 2021; and

(7) \$300 million aggregate principal amount of 4.85% Notes due 2041

(collectively, the Notes) under the Company's Registration Statement on Form S-3, Reg. No. 333-172513. The issuance and sale of the Notes are expected to close on May 20, 2011. 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**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 4.1           | Company Orders establishing the terms of the Notes.  |
| 4.2           | Form of Floating Rate Note.  |
| 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). |

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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/ Lacey P. Elberg

Name:

Lacey P. Elberg

Title: Assistant Secretary

Date: May 20, 2011

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