

JOHNSON & JOHNSON
Form 8-A12B
November 09, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington D.C. 20549

Form 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

**Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934**

JOHNSON & JOHNSON

(Exact name of registrant as specified in its charter)

New Jersey
(State of Incorporation)

22-1024240
(I.R.S. Employer
Identification No.)

One Johnson & Johnson Plaza, New Brunswick , NJ

08933

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 4.75% Notes Due 2019 | New York Stock Exchange, Inc. |
| 5.50% Notes Due 2024 | New York Stock Exchange, Inc. |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-100853

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

The description of the securities to be registered is contained in the Prospectus Supplement dated October 30, 2007, and the Prospectus dated November 13, 2006, copies of which were electronically transmitted for filing with the Commission pursuant to Rule 424(b) on November 1, 2007, each of which form a part of the Registrant's Registration Statement on Form S-3 (No. 333-138649), and is incorporated herein by reference.

Item 2. Exhibits.

I. The following exhibits are filed with the Commission and the New York Stock Exchange, Inc.:

2.1 - Form of the Registrant's 4.75% Notes Due 2019.

2.2 - Form of the Registrant's 5.50% Notes Due 2024.

2.3 - Indenture dated as of September 15, 1987, between the Registrant and The Bank of New York Trust Company, N.A, as Trustee (incorporated by reference to Registration Statement on Form S-3 (No. 333-138649)).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

JOHNSON & JOHNSON
(Registrant)

By: /s/ John A. Papa
Name: John A. Papa
Title: Treasurer

Date: November 9, 2007