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JOHNSON & JOHNSON
Form 10-K/A
June 27, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 30, 2001 Commission file number 1-3215

J O H N S O N & J O H N S O N
(Exact name of Registrant as specified in its charter)

New Jersey	22-1024240
(State of	(I.R.S. Employer
Incorporation)	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

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT

Title of each class -----	Name of each exchange on which registered -----
Common Stock, Par Value \$1.00	New York Stock Exchange

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ☐

The aggregate market value of the voting stock held by non-affiliates of the Registrant on February 26, 2002 was approximately \$181 billion.

On February 26, 2002 there were 3,047,147,480 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

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Parts I and II: Portions of Registrant's annual report to shareowners for fiscal year 2001.

Part III: Portions of Registrant's proxy statement for its 2002 annual meeting of shareowners.

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 25, 2002

JOHNSON & JOHNSON
(Registrant)

By /s/ W.C. Weldon

W.C. Weldon, Chairman, Board of Directors
and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ W.C. Weldon ----- W.C. Weldon	Chairman, Board of Directors, Chief Executive Officer and Director (Principal Executive Officer)	June 25, 2002
/s/ R. J. Darretta ----- R. J. Darretta	Executive Vice President, Finance & Information Management, and Director (Principal Financial Officer)	June 24, 2002
/s/ S.J. Cosgrove ----- S. J. Cosgrove	Controller	June 24, 2002
/s/ G.N. Burrow ----- G. N. Burrow	Director	June 18, 2002
/s/ J.G. Cullen ----- J. G. Cullen	Director	June 21, 2002

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----- M. J. Folkman	Director	June , 2002
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Signature -----	Title -----	Date -----
/s/ A.D. Jordan ----- A. D. Jordan	Director	June 21, 2002
/s/ A.G. Langbo ----- A. G. Langbo	Director	June 19, 2002
/s/ J. T. Lenehan ----- J. T. Lenehan	Vice Chairman, Board of Directors and Director	June 26, 2002
/s/ L.F. Mullin ----- L. F. Mullin	Director	June 18, 2002
/s/ D. Satcher ----- D. Satcher	Director	June 24, 2002
/s/ H.B. Schacht ----- H. B. Schacht	Director	June 21, 2002
/s/ M.F. Singer ----- M. F. Singer	Director	June 24, 2002
/s/ J.W. Snow ----- J. W. Snow	Director	June 18, 2002
/s/ R.N. Wilson ----- R. N. Wilson	Senior Vice Chairman, Board of Directors and Director	June 24, 2002

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EXHIBIT INDEX

Reg. S-K Exhibit Table Item No. -----	Description of Exhibit -----
3(a)(i)	Restated Certificate of Incorporation dated April 26, 1990- Incorporated herein by reference to Exhibit 3(a) of the Registrant's Form 10-K Annual Report for the year ended December 30, 1990.
3(a)(ii)	Certificate of Amendment to the Restated Certificate of Incorporation of the Company dated May 20, 1992 -- Incorporated herein by reference to Exhibit 3(a) of the Registrant's Form 10-K Annual Report for the year ended January 3, 1993.
3(a)(iii)	Certificate of Amendment to the Restated Certificate of Incorporation of the Company dated May 21, 1996 - - Incorporated herein by reference to Exhibit 3(a)(iii) of the Registrant's Form 10-K Annual Report for the year ended December 29, 1996.
3(a)(iv)	Certificate of Amendment to the Restated Certificate of Incorporation of the Company effective May 22, 2001 - Incorporated herein by reference to Exhibit 3 of the Registrant's Form 10-Q Quarterly Report for the quarter ended July 1, 2001.
3(b)	By-Laws of the Company, as amended effective June 11, 2001 - Incorporated herein by reference to Exhibit 99.2 of the Registrant's Form 10-Q Quarterly Report for the quarter ended July 1, 2001.
4(a)	Upon the request of the Securities and Exchange Commission, the Registrant will furnish a copy of all instruments defining the rights of holders of long term debt of the Registrant.
10(a)	Stock Option Plan for Non-Employee Directors - - Incorporated herein by reference to Exhibit 10(a) of the Registrant's Form 10-K Annual Report for the year ended December 29, 1996.*
10(b)	2000 Stock Option Plan - Incorporated herein by reference to Exhibit 10(b) of the Registrant's Form 10-K Annual Report for the year ended December 31, 2000.*
10(c)	1995 Stock Option Plan (as amended) - - Incorporated herein by reference to Exhibit 10(b) of the Registrant's Form 10-K Annual Report for the year ended January 3, 1999.*
10(d)	1991 Stock Option Plan (as amended) - - Incorporated herein by reference to Exhibit 10(c) of the Registrant's Form 10-K Annual Report for the year ended December 28, 1997.*
10(e)	2000 Stock Compensation Plan - Incorporated herein by reference to Exhibit 10(e) of the Registrant's Form 10-K Annual Report for the year ended December 31, 2000.*

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- 10(f) Executive Incentive Plan (as amended) - Incorporated herein by reference to Exhibit 10(f) of the Registrant's Form 10-K Annual Report for the year ended December 31, 2000.*
- 10(g) Domestic Deferred Compensation (Certificate of Extra Compensation) Plan (as amended) - (1).*
- 10(h) Deferred Fee Plan for Directors (as amended) -- Incorporated herein by reference to Exhibit 10(h) of the Registrant's Form 10-K Annual Report for the year ended December 29, 1996.*
- 10(i) Executive Income Deferral Plan (as amended) - Incorporated herein by reference to Exhibit 10(i) of the Registrant's Form 10-K Annual Report for the year ended January 2, 2000.*

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- 10(j) Excess Savings Plan -- Incorporated herein by reference to Exhibit 10(j) of the Registrant's Form 10-K Annual Report for the year ended December 29, 1996.*
- 10(k) Supplemental Retirement Plan -- Incorporated herein by reference to Exhibit 10(h) of the Registrant's Form 10-K Annual Report for the year ended January 3, 1993.*
- 10(l) Executive Life Insurance Plan -- Incorporated herein by reference to Exhibit 10(i) of the Registrant's Form 10-K Annual Report for the year ended January 3, 1993.*
- 10(m) Stock Option Gain Deferral Plan - Incorporated herein by reference to Exhibit 10(m) of the Registrant's Form 10-K Annual Report for the year ended January 2, 2000.*
- 10(n) Estate Preservation Plan -- Incorporated herein by reference to Exhibit 10(n) of the Registrant's Form 10-K Annual Report for the year ended January 2, 2000.*
- 12 -- Statement of Computation of Ratio of Earnings to Fixed Charges -- (1).
- 13 -- Pages 25-50 of the Company's Annual Report to Shareowners for fiscal year 2001 (only those portions of the Annual Report incorporated by reference in this document are deemed "filed") - (1).
- 21 -- Subsidiaries - - (1).
- 23 -- Consent of Independent Accountants - (1).
- 99(a) (i) -- Form 11-K for the Johnson & Johnson Savings Plan -- Filed with this document.
- 99(a) (ii) -- Form 11-K for the Johnson & Johnson Retirement Savings Plan -- Filed with this document.
- 99(a) (iii) -- Form 11-K for the Johnson & Johnson Savings Plan for Union

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Represented Employees -- Filed with this document.

99(a) (iv) -- Form 11-K for the Centocor Qualified Savings and Retirement Plan -- Filed with this document.

99(a) (v) -- Form 11-K for the ALZA Corporation Tax Deferral Investment Plan - Filed with this document.

99(b) -- Cautionary Statement pursuant to Private Securities Litigation Reform Act of 1995: "Safe Harbor" for Forward-Looking Statements - - (1).

(1) Incorporated herein by reference to the Exhibit bearing the same Exhibit Number in Registrant's Form 10-K Annual Report for the fiscal year ended December 30, 2001.

* Management contracts and compensatory plans and arrangements required to be filed as Exhibits to this form pursuant to Item 14(c) of the report.

A copy of any of the Exhibits listed above will be provided without charge to any shareowner submitting a written request specifying the desired Exhibit(s) to the Secretary at the principal executive offices of the Company.