

Edgar Filing: JOHNSON & JOHNSON - Form 424B3

JOHNSON & JOHNSON

Form 424B3

August 31, 2001

Prospectus Supplement
(To Prospectus dated August 14, 2001)

Filed Pursuant to Rule 424(b) (3)
Registration No. 333-67020

Johnson & Johnson

5,403,694 Shares
Common Stock

\$393,096,000
Guarantees

This prospectus supplement contains information about the persons who can use this prospectus supplement to offer and sell shares of Johnson & Johnson common stock those persons own and, together with ALZA's 3% Zero Coupon Convertible Subordinated Debentures due July 28, 2020 those persons own, the Johnson & Johnson guarantees those persons own of those debentures.

SELLING SECURITYHOLDERS

The information set forth under the caption "Selling Securityholders" in the Johnson & Johnson prospectus dated August 14, 2001, relating to Johnson & Johnson common stock and the Johnson & Johnson guarantees, is supplemented to add the following:

Name of Selling Securityholder (1)	Common Stock		Principal Amount Beneficially Owned (\$)	Per Ou Gu
	Shares Beneficially Owned (2)	Number of Shares Registered for Sale Hereby (3)		
1976 Distribution Trust FBO Jane A. Lauder	618	618	45,000	
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer	206	206	15,000	
Arapahoe County Colorado	1,498	1,498	109,000	
British Virgin Islands Social Security Board	1,127	1,127	82,000	
City University of New York	3,711	3,711	270,000	
Commonwealth Professional Assurance Company c/o Income Research & Management	17,183	17,183	1,250,000	
GLG Market Neutral Fund	78,698	78,698	5,725,000	

Edgar Filing: JOHNSON & JOHNSON - Form 424B3

Grady Hospital Foundation	3,175	3,175	231,000
Independence Blue Cross	3,079	3,079	224,000
Local Initiatives Support Corporation	1,388	1,388	101,000
Lutheran Brotherhood	192,451	192,451	14,000,000
Merrill Lynch Insurance Group	7,326	7,326	533,000
Nabisco Holdings	852	852	62,000
New Orleans Firefighters Pension/Relief Fund	3,354	3,354	244,000
Occidental Petroleum Corporation	5,663	5,663	412,000
Ohio Bureau of Workers Compensation	3,945	3,945	287,000
Oppenheimer Convertible Securities Fund	164,958	109,972	12,000,000

Common Stock

Name of Selling Securityholder (1)	Shares Beneficially Owned (2)	Number of Shares Registered for Sale Hereby (3)	Principal Amount Beneficially Owned (\$)	Per Ou Gu
Raytheon Master Pension Trust	11,918	11,918	867,000	
RJR Reynolds	2,845	2,845	207,000	
Shell Pension Trust	8,069	8,069	587,000	
State of Maryland Retirement Agency	78,148	78,148	5,658,000	
The Class IC Company, Ltd.	45,019	45,019	3,275,000	
The Grable Foundation	2,639	2,639	192,000	
Tufts Associated Health Plan c/o Income Research & Management	27,493	27,493	2,000,000	
University of Massachusetts c/o Income Research & Management	3,780	3,780	275,000	
Westfield Insurance Company	54,986	54,986	4,000,000	

(1) The information set forth herein is as of August 27, 2001.

(2) Assumes conversion of the full amount of the unrestricted and restricted ALZA debentures held by such holder at the conversion rate in effect as of

Edgar Filing: JOHNSON & JOHNSON - Form 424B3

August 27, 2001 of 13.7465 shares of Johnson & Johnson common stock per \$1000 principal amount of an ALZA debenture. Fractional shares will not be issued upon conversion of the ALZA debentures; cash will be paid in lieu of any fractional shares.

- (3) Assumes conversion of the full amount of the restricted ALZA debentures held by such holder at the conversion rate in effect as of August 27, 2001 of 13.7465 shares of Johnson & Johnson common stock per \$1000 principal amount of an ALZA debenture. Fractional shares will not be issued upon conversion of the ALZA debentures; cash will be paid in lieu of any fractional shares. This prospectus supplement also covers any additional shares of Johnson & Johnson common stock which may become issuable in connection with the shares registered for sale hereby by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Johnson & Johnson common stock.

* Represents beneficial ownership of less than 1% of the aggregate principal amount of Johnson & Johnson guarantees outstanding as of August 27, 2001.

The date of this prospectus is August 31, 2001