

JOHNSON & JOHNSON  
Form 8-K  
April 29, 2011  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): April 28, 2011

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| New Jersey  | I-3215                   | 22-1024240                           |
| (State or Other Jurisdiction of<br>Incorporation) | (Commission File Number) | (IRS Employer Identification<br>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

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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) The annual meeting of the shareholders of the Company was held on April 28, 2011.

(b) At the meeting, the shareholders:

- elected all 11 nominees for Director on the Company's Board of Directors;
- ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year 2011;
- approved, on an advisory basis, the executive compensation philosophy, policies and procedures described in the Compensation Discussion and Analysis section of the 2011 Proxy Statement and the compensation of the Company's executive officers named in the 2011 Proxy Statement, as disclosed therein; and
- approved, on an advisory basis, having an advisory vote on the compensation of the executive officers named in the Company's proxy statement every one (1) year.

The shareholders did not approve the following shareholder proposals: Pharmaceutical Price Restraint; Amendment to the Company's Equal Employment Opportunity Policy; and Adopting Non-Animal Methods for Training.

The following are the final voting results for each of the seven items voted on at the meeting.

1. Election of Directors:

|                 | Shares For    | Shares Against | Shares Abstain | Non-Votes   |
|-----------------|---------------|----------------|----------------|-------------|
| M. S. Coleman   | 1,503,369,848 | 303,767,923    | 9,993,813      | 441,884,153 |
| J. G. Cullen    | 1,683,415,314 | 123,212,163    | 10,500,157     | 441,884,153 |
| I. E. L. Davis  | 1,693,033,238 | 112,616,991    | 11,480,425     | 441,884,153 |
| M. M. E. Johns  | 1,423,909,949 | 382,888,862    | 10,332,868     | 441,884,153 |
| S. L. Lindquist | 1,696,808,635 | 110,425,092    | 9,895,128      | 441,884,153 |
| A. M. Mulcahy   | 1,498,950,100 | 308,554,710    | 9,624,015      | 441,884,153 |
| L. F. Mullin    | 1,684,475,253 | 122,060,823    | 10,595,108     | 441,884,153 |
| W. D. Perez     | 1,497,754,777 | 309,551,334    | 9,825,312      | 441,884,153 |
| C. Prince       | 1,455,538,101 | 351,055,660    | 10,535,793     | 441,884,153 |
| D. Satcher      | 1,693,189,984 | 113,701,655    | 10,239,434     | 441,884,153 |
| W. C. Weldon    | 1,650,728,295 | 155,715,981    | 10,678,133     | 441,884,153 |

2. Ratification of Appointment of PricewaterhouseCoopers LLP:

|         |               |
|---------|---------------|
| For     | 2,216,295,934 |
| Against | 32,345,009    |
| Abstain | 10,368,828    |

3. Advisory Vote on Named Executive Officer Compensation:

|           |               |
|-----------|---------------|
| For       | 1,091,669,695 |
| Against   | 692,503,441   |
| Abstain   | 32,949,466    |
| Non-Votes | 441,892,637   |

4. Advisory Vote on Frequency of Advisory Vote on Named Executive Officer Compensation:

|           |               |
|-----------|---------------|
| 1 Year    | 1,614,926,570 |
| 2 Years   | 14,026,674    |
| 3 Years   | 172,371,920   |
| Abstain   | 15,803,861    |
| Non-Votes | 441,884,703   |

5. Shareholder Proposal on Pharmaceutical Price Restraint:

|           |               |
|-----------|---------------|
| For       | 55,838,182    |
| Against   | 1,483,121,678 |
| Abstain   | 278,164,448   |
| Non-Votes | 441,886,048   |

6. Shareholder Proposal on Amendment to Company's Equal Employment Opportunity Policy:

|           |               |
|-----------|---------------|
| For       | 67,551,647    |
| Against   | 1,486,983,502 |
| Abstain   | 262,593,143   |
| Non-Votes | 441,886,048   |

7. Shareholder Proposal on Adopting Non-Animal Methods for Training:

|           |               |
|-----------|---------------|
| For       | 72,557,592    |
| Against   | 1,441,472,623 |
| Abstain   | 303,095,349   |
| Non-Votes | 441,888,298   |

Item 8.01 Other Events.

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On April 28, 2011, the Board of Directors of the Registrant declared a 5.6% increase in the quarterly dividend rate, from \$0.54 per share to \$0.57 per share of Common Stock. At the new rate, the indicated dividend on an annual basis is \$2.28 per share compared to the previous rate of \$2.16 per share. The next quarterly dividend is payable on June 14, 2011 to shareholders of record as of May 31, 2011. The Company's related press release is attached to this Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Johnson & Johnson press release dated April 28, 2011. |

SIGNATURES

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

Johnson & Johnson  
(Registrant)

Date: April 29, 2011

By: /S/ DOUGLAS K. CHIA  
Douglas K. Chia  
Secretary