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JOHNSON & JOHNSON
Form 10-K405/A
June 28, 2001

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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 31, 2000 Commission file number 1-3215

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, New Jersey (Address of principal executive offices) | 08933 (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 27, 2001 was approximately \$133.8 billion.

On February 27, 2001 there were 1,397,232,658 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Parts I and II: Portions of registrant's annual report to shareowners
 for fiscal year 2000.

Part III: Portions of registrant's proxy statement for
 its 2001 annual meeting of shareowners.

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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, 2001

JOHNSON & JOHNSON
(Registrant)

By /s/ R. S. Larsen

R. S. Larsen, 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/ R. S. Larsen ----- R. S. Larsen | Chairman, Board of Directors and Chief Executive Officer, and Director (Principal Executive Officer) | June 25, 2001 |
| /s/ R. J. Darretta ----- R. J. Darretta | Vice President-Finance (Principal Financial Officer) | June 25, 2001 |
| /s/ C. E. Lockett ----- C. E. Lockett | Controllor | June 25, 2001 |
| ----- G. N. Burrow | Director | June , 2001 |
| ----- J. G. Cooney | Director | June , 2001 |
| /s/ J. G. Cullen ----- J. G. Cullen | Director | June 24, 2001 |
| ----- M. J. Folkman | Director | June , 2001 |

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| Signature ----- | Title ----- | Date ----- |
|---|---|---------------|
| /s/ A. D. Jordan ----- A. D. Jordan | Director | June 25, 2001 |
| /s/ A. G. Langbo ----- A. G. Langbo | Director | June 21, 2001 |
| /s/ J. T. Lenehan ----- J. T. Lenehan | Vice Chairman, Board of Directors and Director | June 25, 2001 |
| /s/ J. S. Mayo ----- J. S. Mayo | Director | June 24, 2001 |
| /s/ L. F. Mullin ----- L. F. Mullin | Director | June 25, 2001 |
| /s/ H. B. Schacht ----- H. B. Schacht | Director | June 25, 2001 |
| /s/ M. F. Singer ----- M. F. Singer | Director | June 26, 2001 |
| /s/ J. W. Snow ----- J. W. Snow | Director | June 25, 2001 |
| /s/ W. C. Weldon ----- W. C. Weldon | Vice Chairman, Board of Directors and Director | June 25, 2001 |
| /s/ R. N. Wilson ----- R. N. Wilson | Senior Vice Chairman, Board of Directors and Director | June 25, 2001 |

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EXHIBIT INDEX

Reg. S-K

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| 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(b) | By-Laws of the Company, as amended effective June 11, 2001 - - Filed with this document. |
| 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 - (1).* |
| 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 - (1).* |
| 10(f) | Executive Incentive Plan (as amended) - - (1).* |
| 10(g) | Domestic Deferred Compensation Plan (as amended) - - Incorporated herein by reference to Exhibit 10(g) of the Registrant's Form 10-K Annual Report for the year ended December 29, 1996.* |
| 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 26-50 of the Company's Annual Report to Shareowners for fiscal year 2000 (only those portions of the Annual Report incorporated by reference in this document are deemed "filed") - (1).
- 21 -- Subsidiaries - - (1).
- 23 -- Consent of Independent Auditors - (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 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(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 31, 2000.

* 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

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desired Exhibit(s) to the Secretary at the principal executive offices of the Company.