10-Q 1 tenq.txt UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-Q (X) Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended September 30, 2007 or ( ) Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to Commission file number 1-3215 JOHNSON & JOHNSON (Exact name of registrant as specified in its charter) NEW JERSEY 22-1024240 (State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification No.) One Johnson & Johnson Plaza New Brunswick, New Jersey 08933 (Address of principal executive offices) Registrant's telephone number, including area code (732) 524-0400 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. (X) Yes ( )No Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. Large accelerated filer (X) Accelerated filer ( ) Non-accelerated filer ( ) Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ( ) Yes (X) No Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. On October 28, 2007 2,861,749,911 shares of Common Stock, $1.00 par value, were outstanding. JOHNSON & JOHNSON AND SUBSIDIARIES TABLE OF CONTENTS Part I - Financial Information Page No. Item 1. 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Controls and Procedures 44 Part II - Other Information Item 1 - Legal Proceedings 45 Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds 45 Item 6 - Exhibits 46 Signatures 47 Part I - FINANCIAL INFORMATION Item 1 - FINANCIAL STATEMENTS JOHNSON & JOHNSON AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (Unaudited; Dollars in Millions) ASSETS September 30, December 31, 2007 2006 Current Assets: Cash & cash equivalents $6,640 $4,083 Marketable securities 1,680 1 Accounts receivable, trade, less allowances for doubtful accounts $181 (2006, $154) 9,384 8,712 Inventories (Note 4) 5,414 4,889 Deferred taxes on income 2,594 2,094 Prepaid expenses and other receivables 3,229 3,196 Total current assets 28,941 22,975 Marketable securities, non- current 8 16 Property, plant and equipment at cost 25,699 24,028 Less: accumulated depreciation (12,086) (10,984) Property, plant and equipment, net 13,613 13,044 Intangible assets, net (Note 5) 15,468 15,348 Goodwill, net (Note 5) 14,040 13,340 Deferred taxes on income 3,808 3,210 Other assets 2,787 2,623 Total Assets $78,665 $70,556 See Notes to Consolidated Financial Statements JOHNSON & JOHNSON AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (Unaudited; Dollars in Millions) LIABILITIES AND SHAREHOLDERS' EQUITY September 30, December 31, 2007 2006 Current Liabilities: Loans and notes payable $3,264 $4,579 Accounts payable 5,963 5,691 Accrued liabilities 5,076 4,587 Accrued rebates, returns and promotions 2,519 2,189 Accrued salaries, wages and commissions 1,474 1,391 Accrued taxes on income 1,032 724 Total current liabilities 19,328 19,161 Long-term debt 4,633 2,014 Deferred taxes on income 1,386 1,319 Employee related obligations 6,082 5,584 Other liabilities 3,663 3,160 Total liabilities 35,092 31,238 Shareholders' Equity: Common stock - par value $1.00 per share (authorized 4,320,000,000 shares; issued 3,119,842,000 shares) 3,120 3,120 Accumulated other comprehensive income (Note 8) (1,534) (2,118) Retained earnings 54,197 49,290 Less: common stock held in treasury, at cost (246,836,000 and 226,612,000 shares) 12,210 10,974 Total shareholders' equity 43,573 39,318 Total liabilities and shareholders' equity $78,665 $70,556 See Notes to Consolidated Financial Statements JOHNSON & JOHNSON AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF EARNINGS (Unaudited; dollars & shares in millions except per share figures) Fiscal Quarters Ended Sept. 30, Percent Oct. 1, Percent 2007 to 2006 to Sales Sales Sales to customers (Note 6) $14,970 100.0% $13,287 100.0% Cost of products sold 4,274 28.5 3,650 27.5 Gross profit 10,696 71.5 9,637 72.5 Selling, marketing and administrative expenses 4,899 32.7 4,291 32.3 Research & development expense 1,834 12.3 1,719 12.9 In-process research & development - - 115 0.9 Restructuring (Note 11) 745 5.0 - - Interest income (134) (0.9) (207) (1.6) Interest expense, net of portion capitalized 82 0.6 13 0.1 Other expense (income), net 2 - 45 0.3 Earnings before provision for taxes on income 3,268 21.8 3,661 27.6 Provision for taxes on income (Note 3) 720 4.8 901 6.8 NET EARNINGS $2,548 17.0% $2,760 20.8% NET EARNINGS PER SHARE Basic $0.88 $0.95 Diluted $0.88 $0.94 CASH DIVIDENDS PER SHARE $0.415 $0.375 AVG. SHARES OUTSTANDING Basic 2,887.7 2,920.0 Diluted 2,912.9 2,948.1 See Notes to Consolidated Financial Statements JOHNSON & JOHNSON AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF EARNINGS (Unaudited; dollars & shares in millions except per share figures) Fiscal Nine Months Ended Sept. 30, Percent Oct. 1, Percent 2007 to 2006 to Sales Sales Sales to customers (Note 6) $45,138 100.0% $39,642 100.0% Cost of products sold 13,017 28.8 11,050 27.9 Gross profit 32,121 71.2 28,592 72.1 Selling, marketing and administrative expenses 14,730 32.6 12,737 32.1 Research & development expense 5,352 11.9 5,079 12.8 In-process research & development 807 1.8 239 0.6 Restructuring (Note 11) 745 1.7 - - Interest income (324) (0.7) (613) (1.5) Interest expense, net of portion capitalized 203 0.4 42 0.1 Other income, net (343) (0.8) (771) (2.0) Earnings before provision for taxes on income 10,951 24.3 11,879 30.0 Provision for taxes on income (Note 3) 2,749 6.1 2,994 7.6 NET EARNINGS $8,202 18.2% $8,885 22.4% ` NET EARNINGS PER SHARE Basic $2.84 $3.01 Diluted $2.81 $2.99 CASH DIVIDENDS PER SHARE $1.205 $1.08 AVG. SHARES OUTSTANDING Basic 2,892.0 2,948.7 Diluted 2,919.3 2,971.3 See Notes to Consolidated Financial Statements JOHNSON & JOHNSON AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited; Dollars in Millions) Fiscal Nine Months Ended September 30, October 1, 2007 2006 CASH FLOW FROM OPERATING ACTIVITIES Net earnings $8,202 $8,885 Adjustment to reconcile net earnings to cash flow: Depreciation and amortization of property and intangibles 1,902 1,606 Stock based compensation 537 511 Purchased in-process research and development 807 239 Deferred tax provision (900) (681) Accounts receivable allowances 13 (16) Changes in assets and liabilities, net of effects from acquisitions: Increase in accounts receivable (407) (714) Increase in inventories (309) (339) Increase/(Decrease) in accounts payable and accrued liabilities 933 (398) (Increase)/Decrease in other current and non-current assets (1,007) 79 Increase in other current and non-current liabilities 1,154 793 NET CASH FLOWS FROM OPERATING ACTIVITIES 10,925 9,965 CASH FLOWS FROM INVESTING ACTIVITIES Additions to property, plant and equipment (1,704) (1,607) Proceeds from the disposal of assets 214 2 Acquisitions, net of cash acquired (1,378) (1,377) Purchases of marketable securities (8,475) (452) Sales of marketable securities 6,706 324 Other (primarily intangibles) (101) (124) NET CASH USED BY INVESTING ACTIVITIES (4,738) (3,234) CASH FLOWS FROM FINANCING

ACTIVITIES Dividends to shareholders (3,486) (3,182) Repurchase of common stock (2,581) (5,371) Proceeds from short-term debt 20,124 599 Retirement of short-term debt (21,461) (1,139) Proceeds from long-term debt 2,605 1 Retirement of long-term debt (12) (12) Proceeds from the exercise of stock options/excess tax benefits 961 692 NET CASH USED BY FINANCING ACTIVITIES (3,850) (8,412) Effect of exchange rate changes on cash and cash equivalents 220 117 Increase/(Decrease) in cash and cash equivalents 2,557 (1,564) Cash and Cash equivalents, beginning of period 4,083 16,055 CASH AND CASH EQUIVALENTS, END OF PERIOD $6,640 $14,491 Acquisitions Fair value of assets acquired $1,609 $1,627 Fair value of liabilities assumed (231) (250) Net cash paid for acquisitions $1,378 $1,377 See Notes to Consolidated Financial Statements NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE 1 - The accompanying unaudited interim financial statements and related notes should be read in conjunction with the Consolidated Financial Statements of Johnson & Johnson and Subsidiaries (the "Company") and related notes as contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006. The unaudited interim financial statements include all adjustments (consisting only of normal recurring adjustments except for the restructuring charge in note 11) and accruals necessary in the judgment of management for a fair statement of the results for the periods presented. During the fiscal first quarter of 2007, the Company adopted FASB Interpretation 48 (FIN 48), Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No 109. This interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation also provides guidance on derecognition, classification and other matters. See note 3 for more details. NOTE 2 - FINANCIAL INSTRUMENTS The Company follows the provisions of Statement of Financial Accounting Standards (SFAS) 133, SFAS 138 and SFAS 149 requiring that all derivative instruments be recorded on the balance sheet at fair value. As of September 30, 2007, the balance of deferred net losses on derivatives included in accumulated other comprehensive income was $118 million after-tax. For additional information, see Note 8. The Company expects that substantially all of this amount will be reclassified into earnings over the next 12 months as a result of transactions that are expected to occur over that period. The amount ultimately realized in earnings will differ as foreign exchange rates change. Realized gains and losses are ultimately determined by actual exchange rates at maturity of the derivative. Transactions with third parties will cause the amount in accumulated other comprehensive income to affect net earnings. The maximum length of time over which the Company is hedging is 18 months. The Company also uses currency swaps to manage currency risk primarily related to borrowings, which may exceed 18 months. For the fiscal third quarters ended September 30, 2007 and October 1, 2006, the net impact of the hedges' ineffectiveness, transactions not qualifying for hedge accounting and discontinuance of hedges, to the Company's financial statements was insignificant. Refer to Note 8 for disclosures of movements in Accumulated Other Comprehensive Income. NOTE 3 - INCOME TAXES The worldwide effective income tax rates for the first fiscal nine months of 2007 and 2006 were 25.1% and 25.2%, respectively, a decrease of 0.1%. This was primarily due to increases in taxable income in lower tax jurisdictions relative to taxable income in higher tax jurisdictions and the Research and Development (R&D) tax credit, which was not in effect in the first fiscal nine months of 2006. This was partially offset by higher IPR&D charges recorded in the fiscal nine months of 2007 versus 2006, which was non-deductible for tax purposes. The tax rate for the first fiscal nine months of 2006 benefited from a reversal of deferred tax valuation allowances associated with the Tibotec business. The Company adopted FIN No 48, "Accounting for Uncertainty in Income Taxes" effective January 1, 2007 which resulted in the recognition of an additional $19 million of previously unrecognized tax benefits, with the corresponding adjustment to retained earnings. The Company had $1.1 billion of unrecognized tax benefits as of January 1, 2007 including the previous adjustment mentioned above. The Company classifies interest expense and penalties related to unrecognized tax benefits as income tax expense. The total amount of accrued interest on January 1, 2007 was $0.2 billion. The Company conducts business and files tax returns in numerous countries and currently has tax audits in progress with a number of tax authorities. The U.S. Internal Revenue Service (IRS)has completed their audit for tax years through 1999; however, the years 1996 through 1999 remain open while a limited number of issues are being considered at the IRS appeals level. In other major jurisdictions where the Company conducts business, the tax years remain open generally back to the year 2000 with some jurisdictions remaining open back to 1995. NOTE 4 - INVENTORIES (Dollars in Millions) September 30, December 31, 2007 2006 Raw materials and supplies $891 $980 Goods in process 1,887 1,253 Finished goods 2,636 2,656 Total $5,414 $4,889 NOTE 5 - INTANGIBLE ASSETS AND GOODWILL Intangible assets that have finite useful lives are amortized over their estimated useful lives. Goodwill and indefinite lived intangible assets are assessed annually for impairment. The latest impairment assessment of goodwill and indefinite lived intangible assets was completed in the fiscal fourth quarter of 2006 and no impairment was determined. Future impairment tests will be performed annually in the fiscal fourth quarter, or sooner if warranted by economic conditions. (Dollars in Millions) September 30, December 31, 2007 2006 Trademarks (non-amortizable) $6,754 $6,609 Less accumulated amortization 144 134 Trademarks (non-amortizable)-net 6,610 6,475 Patents and trademarks 5,394 5,282 Less accumulated amortization 1,994 1,695 Patents and trademarks - net 3,400 3,587 Other amortizable intangibles 7,303 6,923 Less accumulated amortization 1,845 1,637 Other intangibles - net 5,458 5,286 Total intangible assets - gross 19,451 18,814 Less accumulated amortization 3,983 3,466 Total intangible assets - net 15,468 15,348 Goodwill - gross 14,777 14,075 Less accumulated amortization 737 735 Goodwill - net $14,040 $13,340 Goodwill as of September 30, 2007 as allocated by segment of business is as follows: (Dollars in Millions) Consumer Pharm Med Dev Total & Diag Goodwill, net of accumulated amortization at December 31, 2006 $7,866 $902 $4,572 $13,340 Acquisitions 3 - 439 442 Translation & Other 241 16 1 258 Goodwill as of September 30, 2007 $8,110 $918 $5,012 $14,040 The weighted average amortization periods for patents and trademarks and other intangible assets are 15 years and 27 years, respectively. The amortization expense of amortizable intangible assets for the fiscal nine months ended September 30, 2007 was $556 million and the estimated amortization expense for the five succeeding years approximates $740 million, per year. NOTE 6 - SEGMENTS OF BUSINESS AND GEOGRAPHIC AREAS SALES BY SEGMENT OF BUSINESS (1) (Dollars in Millions) Fiscal Quarters Ended Sept. 30, Oct. 1, Percent 2007 2006 Change Consumer U.S. $1,591 $1,138 39.8% International 2,032 1,318 54.2 Worldwide 3,623 2,456 47.5 Pharmaceutical U.S. 3,765 3,841 (2.0) International 2,334 2,040 14.4 Worldwide 6,099 5,881 3.7 Medical Devices & Diagnostics U.S. 2,569 2,509 2.4 International 2,679 2,441 9.8 Worldwide 5,248 4,950 6.0 U.S. 7,925 7,488 5.8 International 7,045 5,799 21.5 Worldwide $14,970 $13,287 12.7% Fiscal Nine Months Ended Sept. 30, Oct. 1, Percent 2007 2006 Change Consumer U.S. $4,782 $3,391 41.0% International 5,901 3,818 54.6 Worldwide 10,683 7,209 48.2 Pharmaceutical U.S. 11,659 11,224 3.9 International 6,810 6,093 11.8 Worldwide 18,469 17,317 6.7 Medical Devices & Diagnostics U.S. 7,772 7,619 2.0 International 8,214 7,497 9.6 Worldwide 15,986 15,116 5.8 U.S. 24,213 22,234 8.9 International 20,925 17,408 20.2 Worldwide $45,138 $39,642 13.9% (1) Export and intersegment sales are not significant. OPERATING PROFIT BY SEGMENT OF BUSINESS (Dollars in Millions) Fiscal Quarters Ended Sept. 30, Oct. 1, Percent 2007 2006 Change Consumer (1) $586 $455 28.8%

Pharmaceutical(2) 1,594 1,814 (12.1) Medical Devices & 1,140 1,339 (14.9) Diagnostics (3) Segments total 3,320 3,608 (8.0) Income/(expense) not allocated to segments (4) (52) 53 Worldwide total $3,268 $3,661 (10.7)% Fiscal Nine Months Ended Sept. 30, Oct. 1, Percent 2007 2006 Change Consumer (5) $1,828 $1,359 34.5% Pharmaceutical (6) 6,006 5,438 10.4 Medical Devices & 3,378 4,934 (31.5) Diagnostics(7) Segments total 11,212 11,731 (4.4) Income/(expense) not allocated to segments (4) (261) 148 Worldwide total $10,951 $11,879 (7.8)% (1)Includes restructuring charges of $15 million recorded in the fiscal third quarter of 2007. (2)Includes restructuring charges of $429 million recorded in the fiscal third quarter of 2007. (3)Includes restructuring charges of $301 million recorded in the fiscal third quarter of 2007. Also includes $115 million of IPR&D charges related to acquisitions completed in the fiscal third quarter of 2006. (4)Amounts not allocated to segments include interest income/(expense), minority interest and general corporate income/(expense). (5)Includes restructuring charges of $15 million recorded in the first fiscal nine months of 2007. (6)Includes restructuring charges of $429 million recorded in the first fiscal nine months of 2007. (7)Includes restructuring charges of $301 million recorded in the first fiscal nine months of 2007. Includes $807 million and $239 million of IPR&D charges related to acquisitions completed in the first fiscal nine months of 2007 and first fiscal nine months of 2006, respectively. The first fiscal nine months of 2006 also includes the gain associated with the Guidant acquisition agreement termination fee, less associated expenses, of $622 million before tax. SALES BY GEOGRAPHIC AREA (Dollars in Millions) Fiscal Quarters Ended Sept. 30, Oct. 1, Percent 2007 2006 Change U.S. $7,925 $7,488 5.8% Europe 3,765 3,098 21.5 Western Hemisphere, excluding U.S. 1,195 901 32.6 Asia-Pacific, Africa 2,085 1,800 15.8 Total $14,970 $13,287 12.7% Fiscal Nine Months Ended Sept. 30, Oct. 1, Percent 2007 2006 Change U.S. $24,213 $22,234 8.9% Europe 11,485 9,464 21.4 Western Hemisphere, excluding U.S. 3,372 2,599 29.7 Asia-Pacific, Africa 6,068 5,345 13.5 Total $45,138 $39,642 13.9% NOTE 7 - EARNINGS PER SHARE The following is a reconciliation of basic net earnings per share to diluted net earnings per share for the fiscal third quarters ended September 30, 2007 and October 1, 2006. (Shares in Millions) Fiscal Quarters Ended Sept. 30, Oct. 1, 2007 2006 Basic net earnings per share $0.88 $0.95 Average shares outstanding - basic 2,887.7 2,920.0 Potential shares exercisable under stock option plans 192.0 218.0 Less: shares which could be repurchased under treasury stock method (170.6) (193.8) Convertible debt shares 3.8 3.9 Adjusted average shares outstanding - diluted 2,912.9 2,948.1 Diluted earnings per share $0.88 $0.94 The diluted earnings per share calculation included the dilutive effect of convertible debt that was offset by the related reduction in interest expense of $1 million for both the fiscal third quarters ended September 30, 2007 and October 1, 2006. The diluted earnings per share calculation excluded 66 million and 43 million shares related to options and restricted stock units for the fiscal third quarters ended September 30, 2007 and October 1, 2006, respectively, due to the anti-dilutive effect on diluted earnings per share. The following is a reconciliation of basic net earnings per share to diluted net earnings per share for the fiscal nine months ended September 30, 2007 and October 1, 2006. (Shares in Millions) Fiscal Nine Months Ended Sept. 30, Oct. 1, 2007 2006 Basic net earnings per share $2.84 $3.01 Average shares outstanding - basic 2,892.0 2,948.7 Potential shares exercisable under stock option plans 192.3 217.6 Less: shares which could be repurchased under treasury stock method (168.8) (198.9) Convertible debt shares 3.8 3.9 Adjusted average shares outstanding - diluted 2,919.3 2,971.3 Diluted earnings per share $2.81 $2.99 The diluted earnings per share calculation included the dilutive effect of convertible debt that was offset by the related reduction in interest expense of $3 million for both the first fiscal nine months ended September 30, 2007 and October 1, 2006. The diluted earnings per share calculation excluded 65 million and 44 million shares related to options and restricted stock units for the first fiscal nine months ended September 30, 2007 and October 1, 2006, respectively, due to the anti-dilutive effect on diluted earnings per share. NOTE 8 - ACCUMULATED OTHER COMPREHENSIVE INCOME The total comprehensive income for the first fiscal nine months ended September 30, 2007 was $8.8 billion, compared with $9.1 billion for the same period a year ago. The total comprehensive income for the fiscal third quarter ended September 30, 2007 was $2.9 billion, compared with $2.8 billion for the same period a year ago. Total comprehensive income included net earnings, net unrealized currency gains and losses on translation, adjustments related to Employee Benefit Plans, net unrealized gains and losses on securities available for sale and net gains and losses on derivative instruments qualifying and designated as cash flow hedges. The following table sets forth the components of accumulated other comprehensive income. (Dollars in Millions) Total Unrld Gains/ Accum For. Gains/ Employ (Losses) Other Cur. (Losses) Benefit on Deriv Comp Trans. on Sec Plans & Hedg Inc/ (Loss) December 31, 2006 $ (158) 61 (2,030) 9 (2,118) 2007 Nine Months changes: Net change associated with current period hedging transactions (107) Net amount reclassed to net earnings (20)* Net nine months changes 570 28 113 (127) 584 September 30, 2007 $ 412 89 (1,917) (118) (1,534) Amounts in accumulated other comprehensive income are presented net of the related tax impact. Foreign currency translation adjustments are not currently adjusted for income taxes, as they relate to permanent investments in international subsidiaries. *Primarily offset in net earnings by changes in value of the underlying transactions. NOTE 9 - MERGERS, ACQUISITIONS AND DIVESTITURES There were no acquisitions completed during the fiscal third quarter or fiscal second quarter of 2007. During the fiscal first quarter of 2007, the Company acquired Conor Medsystems, Inc. for a purchase price of $1.4 billion in cash. Conor Medsystems, Inc., is a cardiovascular device company, with new drug delivery technology. During the fiscal first quarter of 2007, the Company completed the divestiture of the KAOPECTATE(R), UNISOM(R), CORTIZONE(R), BALMEX(R) and ACT(R) consumer products to Chattem, Inc. for $410 million in cash. The Company is in the process of finalizing the allocation of the purchase price to the individual assets acquired and liabilities assumed for the acquisition of the Consumer Healthcare business of Pfizer Inc. Preliminary allocation of the purchase price included in the current period balance sheet is based on the best estimates of management. The completion of the purchase price allocation may result in adjustments to the carrying value of the recorded assets and liabilities, revisions of the useful lives of intangible assets and the determination of any residual amount that will be allocated to goodwill. The related depreciation and amortization from the acquired assets is also subject to revision based on the final allocation. The final allocation will be completed in the fiscal fourth quarter of 2007. The 2006 acquisitions included Animas Corporation, a leading maker of insulin infusion pumps and related products; Hand Innovations LLC, a manufacturer of fracture fixation products for the upper extremities; Future Medical Systems S.A., a company that primarily develops, manufactures and markets arthroscopic fluid management systems; Vascular Control Systems, Inc., a company focused on developing medical devices to treat fibroids and to control bleeding in obstetric and gynecologic applications; Groupe Vendome S.A., a French marketer of adult and baby skin care products; ColBar LifeScience Ltd., a company specializing in reconstructive medicine and tissue engineering; Ensure Medical, Inc., a company that develops devices for post- catheterization closure of the femoral artery; and the Consumer Healthcare business of Pfizer Inc., which included brands such as LISTERINE(R), NICORETTE(R), NEOSPORIN(R), SUDAFED(R), BENADRYL(R) and VISINE(R). As a result of the Guidant acquisition termination the Company recorded the Guidant acquisition agreement termination fee, less associated expenses, of $622 million before tax in other income during the fiscal first quarter of 2006. NOTE 10 - PENSIONS AND OTHER POSTRETIREMENT BENEFITS

Components of Net Periodic Benefit Cost Net periodic benefit cost for the Company's defined benefit retirement plans and other benefit plans for the fiscal third quarters of 2007 and 2006 include the following components: (Dollars in Millions) Retirement Plans Other Benefit Plans Fiscal Quarters Ended Sept. 20, Oct. 1, Sept. 30, Oct. 1, 2007 2006 2007* 2006 Service cost $148 $131 $34 $16 Interest cost 169 142 37 26 Expected return on plan assets (208) (174) (1) - Amortization of prior service cost 2 1 (1) (2) Amortization of net transition asset 1 (1) - - Recognized actuarial losses 45 61 17 9 Net periodic benefit cost $157 $160 $86 $49 *Includes other post employment benefits as per the adoption of SFAS No. 158. Net periodic benefit cost for the Company's defined benefit retirement plans and other benefit plans for the first fiscal nine months of 2007 and 2006 include the following components: (Dollars in Millions) Retirement Plans Other Benefit Plans Fiscal Nine Months Ended Sept. 20, Oct. 1, Sept. 30, Oct. 1, 2007 2006 2007* 2006 Service cost $417 $393 $104 $53 Interest cost 489 426 111 78 Expected return on plan assets (603) (524) (2) (2) Amortization of prior service cost 7 7 (4) (5) Amortization of net transition asset 1 (1) - - Recognized actuarial losses 140 188 50 29 Net periodic benefit cost $451 $489 $259 $153 *Includes other post employment benefits as per the adoption of SFAS No. 158. Company Contributions For the fiscal nine months ended September 30, 2007, the Company contributed $16 million and $15 million to its U.S. and international retirement plans, respectively. The Company does not anticipate a minimum statutory funding requirement for its U.S. retirement plans in 2007. International plans will be funded in accordance with local regulations. NOTE 11 - RESTRUCTURING In the third quarter of 2007, the Company announced restructuring initiatives in an effort to improve its overall cost structure. This action was taken to offset the anticipated negative impacts associated with generic competition in the Pharmaceutical segment and challenges in the Drug-Eluting stent market. As part of this program the Company will eliminate approximately 4,400 positions and consolidate certain facilities in operations, primarily impacting the Pharmaceutical segment and the Cordis franchise of the Medical Devices and Diagnostics segment. During the fiscal third quarter of 2007, the Company recorded $745 million in pre-tax charges of which, approximately, $500 million of the pre-tax restructuring charges are expected to require cash payments. The $745 million of restructuring charges consists of severance costs of $450 million, asset write offs of $272 million and $23 million related to leasehold obligations. The $272 million of asset write offs relate to property, plant and equipment of $166 million, intangible assets of $48 million and other assets of $58 million. The following table summarizes the severance charges and the associated spending for the fiscal third quarter of 2007: (Dollars in Millions) Severance 3Q 2007 severance charge $450 Cash outlays* (8) Reserve balance, Sept. 30, 2007 $442 *Cash outlays for severance are expected to be paid out over the next 12 to 18 months. For additional information on the restructuring as it relates to the segments see note 6. NOTE 12 - LEGAL PROCEEDINGS PRODUCT LIABILITY The Company is involved in numerous product liability cases in the United States, many of which concern adverse reactions to drugs and medical devices. The damages claimed are substantial, and while the Company is confident of the adequacy of the warnings and instructions for use that accompany such products, it is not feasible to predict the ultimate outcome of litigation. However, the Company believes that if any liability results from such cases, it will be substantially covered by existing amounts accrued in the Company's balance sheet and, where available, by third-party product liability insurance. Multiple products of Johnson & Johnson subsidiaries are subject to numerous product liability claims and lawsuits, including ORTHO EVRA(R), RISPERDAL(R), DURAGESIC(R) and the CHARITE(TM) Artificial Disc. There are approximately 3,000 claimants who have filed lawsuits or made claims regarding injuries allegedly due to ORTHO EVRA(R), 620 claimants with respect to RISPERDAL(R), 250 with respect to CHARITE(TM) and 72 with respect to DURAGESIC(R). These claimants seek substantial compensatory and, where available, punitive damages. With respect to RISPERDAL(R), the Attorneys General of four states and the Office of General Counsel of the Commonwealth of Pennsylvania have filed actions seeking reimbursement of Medicaid or other public funds for RISPERDAL(R) prescriptions written for off-label use, compensation for treating their citizens for alleged adverse reactions to RISPERDAL(R), civil fines or penalties, punitive damages, or other relief. The Attorney General of Texas has joined a qui tam action in that state seeking similar relief. Certain of these actions also seek injunctive relief relating to the promotion of RISPERDAL(R). In addition, there are six cases filed by union health plans seeking damages for alleged overpayments for RISPERDAL(R), several of which seek certification as class actions. Numerous claims and lawsuits in the United States relating to the drug PROPULSID(R), withdrawn from general sale by the Company's Janssen Pharmaceutica Inc. (Janssen) subsidiary in 2000, have been resolved or are currently enrolled in settlement programs with an aggregate cap below $100 million in payments by the Company. Litigation concerning PROPULSID(R) is pending in Canada, where a class action of persons alleging adverse reactions to the drug has been certified. AFFIRMATIVE STENT PATENT LITIGATION In patent infringement actions tried in Delaware Federal District Court in late 2000, Cordis Corporation (Cordis), a subsidiary of Johnson & Johnson, obtained verdicts of infringement and patent validity, and damage awards against Boston Scientific Corporation (Boston Scientific) and Medtronic AVE, Inc. (Medtronic) based on a number of Cordis vascular stent patents. In December 2000, the jury in the damage action against Boston Scientific returned a verdict of $324 million and the jury in the Medtronic action returned a verdict of $271 million. Multiple post-trial proceedings and appeals have ensued with respect to these verdicts, with the ultimate outcome still subject to uncertainty. Cordis also has an arbitration claim against Medtronic accusing Medtronic of infringement by sale of stent products introduced by Medtronic subsequent to its products subject to the earlier action referenced above. Those subsequent products were found to have been licensed to Medtronic pursuant to a 1997 license by an arbitration panel in March 2005. Further arbitration proceedings will determine whether royalties are owed for those products. In January 2003, Cordis filed a patent infringement action against Boston Scientific in Delaware Federal District Court accusing its Express2TM, Taxus(R) and Liberte(R) stents of infringing the Palmaz patent that expired in November 2005. The Liberte(R) stent was also accused of infringing Cordis' Gray patent that expires in 2016. In June 2005, a jury found that the Express2TM, Taxus(R) and Liberte(R) stents infringed the Palmaz patent and that the Liberte(R) stent also infringed the Gray patent. Boston Scientific has appealed to the U.S. Court of Appeals for the Federal Circuit. PATENT LITIGATION AGAINST VARIOUS JOHNSON & JOHNSON SUBSIDIARIES The products of various Johnson & Johnson subsidiaries are the subject of various patent lawsuits, the outcomes of which could potentially adversely affect the ability of those subsidiaries to sell those products, or require the payment of past damages and future royalties. In July 2005, a jury in Federal District Court in Delaware found that the Cordis CYPHER(R) stent infringed Boston Scientific's Ding '536 patent and that the Cordis CYPHER(R) and BX VELOCITY(R) stents also infringed Boston Scientific's Jang '021 patent. The jury also found both of those patents valid. Boston Scientific seeks substantial damages and an injunction in that action. The District Court denied motions by Cordis to overturn the jury verdicts or grant a new trial. Cordis has appealed to the Court of Appeals for the Federal Circuit. The District Court indicated it will consider damages, willfulness and injunctive relief after the appeals have been decided. Boston Scientific has brought actions in Belgium, the Netherlands and Germany under its Kastenhofer patent, which purports to cover two layer catheters such as those used to deliver the Cypher Stent, to enjoin the manufacture and sale of allegedly infringing catheters in those countries, and to recover damages. The hearing in the Belgian case took place

in September 2007. A decision by the lower court in the Netherlands in Boston Scientific's favor was reversed on appeal in April 2007. Boston Scientific has filed an appeal to the Dutch Supreme Court. In October 2007, Boston Scientific prevailed in the nullity action challenging the validity of the Kastenhofer patent filed by Cordis in Germany. Trial in Boston Scientific's U.S. case based on the Kastenhofer patent concluded in Federal Court in California on October 31, 2007, with a jury verdict in favor of Cordis. The jury found the Kastenhofer patent invalid and found for Cordis with respect to infringement of the patent asserted by Cordis in its counterclaim. Post trial motions and appeals are anticipated. In Germany, Boston Scientific has several actions based on its Ding patents pending against the Cordis CYPHER(R) stent. Cordis was successful in these actions at the trial level, but Boston Scientific has appealed. The following chart summarizes various patent lawsuits concerning products of Johnson & Johnson subsidiaries that have yet to proceed to trial: J&J Plaintiff/ Product Company Patents Patent Holder Court Trial Date Filed Two-layer Cordis Kasten- Boston Scientific Germany * 09/07 Catheters hofer Corp. Forman Catheters Cordis Fitzmau- Medtronic AVE E.D. Tex 01/08 06/03 stent delivery rice systems Contact Lenses Vision Nicolson CIBA Vision M.D. Fla. * 09/03 Care Multiple * 09/07 European Stents Cordis Ricci Medtronic and E.D. Tex * 03/07 Evysio * Trial date to be established. LITIGATION AGAINST FILERS OF ABBREVIATED NEW DRUG APPLICATIONS (ANDA) The following chart indicates lawsuits pending against generic firms that filed Abbreviated New Drug Applications seeking to market generic forms of products sold by various subsidiaries of the Company prior to expiration of the applicable patents covering those products. These ANDAs typically include allegations of non-infringement, invalidity and unenforceability of these patents. In the event the subsidiary of the Company involved is not successful in these actions, or the statutory 30-month stay expires before a ruling from the district court is obtained, the firms involved will have the ability, upon FDA approval, to introduce generic versions of the product at issue resulting in very substantial market share and revenue losses for the product of the Company's subsidiary. As noted in the following chart, 30-month stays expired during 2006 and will expire in 2007 or 2008 with respect to ANDA challenges regarding various products: Brand Name Patent/NDA Generic Trial Date 30-Month Product Holder Challenger Court Date Filed Stay Expiration ACIPHEX(R) 20 Eisai Teva S.D.N.Y. 03/07 11/03 02/07 mg delay (for Janssen) Dr. Reddy's S.D.N.Y. 03/07 11/03 02/07 release Mylan S.D.N.Y. 03/07 01/04 02/07 tablet AXERT(R) 6.25 Almirall Teva S.D.N.Y. * 03/06 11/08 and 12.5 mg Ortho-McNeil Neurologics CONCERTA(R) McNeil-PPC Andrx D.Del. 12/07 09/05 None 18,27,36 and 54 mg ALZA controlled release tablet ORTHO TRI CYCLEN(R) LO Ortho-McNeil Barr D.N.J. 01/08 10/03 02/06 0.18 mg/ 0.025 mg 0.215 mg/ 0.025 mg and 0.25 mg/ 0.025 mg PEPCID COMPLETE(R) McNeil-PPC Perrigo S.D.N.Y. 02/07 02/05 06/07 RAZADYNE(TM) Janssen Teva D. Del 05/07 07/05 08/08 Mylan D. Del 05/07 07/05 08/08 Dr. Reddy's D. Del 05/07 07/05 08/08 Purepac D. Del 05/07 07/05 08/08 Barr D. Del 05/07 07/05 08/08 Par D. Del 05/07 07/05 08/08 AlphaPharm D. Del 05/07 07/05 08/08 RAZADYNE(TM) ER Janssen Barr D.N.J. * 06/06 11/08 Sandoz D.N.J. * 05/07 07/09 RISPERDAL(R) Tablets Janssen Mylan D.N.J. 06/06 12/03 05/06 .25, 0.5, 1, 2, 3, 4 Apotex D.N.J. * 06/06 11/08 mg tablets RISPERDAL(R) Oral Solution Janssen Apotex D.N.J. * 03/06 08/08 1 mg/ml TOPAMAX(R) Ortho-McNeil Mylan D.N.J. * 04/04 09/06 25,50,100, 200 mg tablet Cobalt D.N.J. * 10/05 03/08 TOPAMAX(R) SPRINKLE Ortho-McNeil Cobalt D.N.J. * 12/05 05/08 15,25 mg Mylan capsule D.N.J. * 10/06 03/09 ULTRACET(R) Ortho-McNeil Apotex N.D. III. * 07/07 12/09 ULTRAM ER(R) Ortho-McNeil Par D. Del. 11/08 05/07 09/09 100,200 mg tablet * Trial date to be established. Trial in the action against Teva, Dr. Reddy's and Mylan with respect to their ANDA challenges to the patent on ACIPHEX(R) of Eisai Inc., Ortho McNeil Pharmaceutical's marketing partner, proceeded before the district court in New York in March 2007. On May 11, 2007, the Court held that the ACIPHEX(R) compound patent is enforceable. The Court had previously held that the patent is valid. Teva, Dr. Reddy's and Mylan have appealed both decisions to the Court of Appeals for the Federal Circuit. In the action against Mylan and Dr. Reddy's Laboratories regarding RISPERDAL(R) (risperidone) tablets and M-Tabs, the District Court in New Jersey ruled, on October 13, 2006, that the RISPERDAL(R) patent was valid, enforceable, and infringed by the generic products at issue, and entered an injunction prohibiting Mylan and Dr. Reddy's from marketing their generic risperidone products until a date no earlier than patent expiration in December 2007. Mylan appealed that ruling. On May 11, 2007, the Court of Appeals affirmed the District Court's judgment of patent validity and enforceability. Mylan did not seek further review of the decision and this matter is concluded. In the action against Apotex regarding RISPERDAL(R) (risperidone) tablets, the District Court in New Jersey entered judgment for Janssen on October 2, 2007, pursuant to Apotex's stipulation to be bound by the outcome of the Mylan litigation. On October 12, 2007, the court also dismissed a second suit relating to the Oral Solution in which Apotex challenged the validity and infringement of two patents relating to formulations for an oral solution product. Apotex appealed this decision on October 19, 2007. In the actions against Mylan with respect to the patent on TOPAMAX(R), the District Court in New Jersey, on October 24, 2006, granted the motion of the Company's subsidiary Ortho-McNeil Pharmaceutical, Inc. (Ortho- McNeil) for a preliminary injunction barring launch by Mylan of its generic versions of TOPAMAX(R). On February 2, 2007, the District Court granted Ortho- McNeil's motion for summary judgment dismissing Mylan's claim the patent was obvious, the only remaining issue in the case. The Court entered judgment in the case for Ortho-McNeil, and entered an injunction prohibiting Mylan from marketing its generic topiramate products until a date no earlier than patent expiration in September 2008. Mylan has appealed this ruling. On April 2, 2007, the District Court entered judgment against Cobalt pursuant to its stipulation to be bound by the outcome in the Mylan suit. Cobalt appealed this ruling. The Court of Appeals will hear argument on both appeals on November 9, 2007. In the action against Perrigo regarding a patent for PEPCID COMPLETE(R), the District Court for the Southern District of New York, on June 5, 2007, held that the patent was invalid as obvious. The Company's subsidiary McNEIL-PPC, Inc. has appealed the decision with its partners, Merck & Co., Inc., and Johnson & Johnson*Merck Consumer Pharmaceuticals Co. In the action against Barr and AlphaPharm with respect to their ANDA challenges to the RAZADYNE(R) patent that Janssen licenses from Synaptech, Inc., a four-day non- jury trial was held in the District Court in Delaware in May 2007. The Court has yet to issue its ruling in that action. In the weeks following the adverse ruling in the DITROPAN XL(R) ANDA litigation against Mylan in September 2005, Johnson & Johnson and ALZA received seven antitrust class action complaints filed by purchasers of the product. They allege that Johnson & Johnson and ALZA violated federal and state antitrust laws by knowingly pursuing baseless patent litigation, and thereby delaying entry into the market by Mylan and Impax. AVERAGE WHOLESALE PRICE (AWP) LITIGATION Johnson & Johnson and several of its pharmaceutical subsidiaries, along with numerous other pharmaceutical companies, are defendants in a series of lawsuits in state and federal courts involving allegations that the pricing and marketing of certain pharmaceutical products amounted to fraudulent and otherwise actionable conduct because, among other things, the companies allegedly reported an inflated Average Wholesale Price (AWP) for the drugs at issue. Most of these cases, both federal actions and state actions removed to federal court, have been consolidated for pre-trial purposes in a Multi-District Litigation (MDL) in Federal District Court in Boston, Massachusetts. The plaintiffs in these cases include classes of private persons or entities that paid for any portion of the purchase of the drugs at issue

based on AWP, and state government entities that made Medicaid payments for the drugs at issue based on AWP. The MDL Court identified classes of Massachusetts-only private insurers providing "Medi-gap" insurance coverage and private payers for physician-administered drugs where payments were based on AWP ("Class 2" and "Class 3"), and a national class of individuals who made co-payments for physician-administered drugs covered by Medicare ("Class 1"). A trial of the two Massachusetts-only class actions concluded before the MDL Court in December 2006. On June 21, 2007, the MDL Court issued post-trial rulings, dismissing the Johnson & Johnson defendants from the case regarding all claims of Classes 2 and 3. The MDL Court subsequently indicated it would dismiss against the Johnson & Johnson defendants all claims by the Class 1 plaintiffs as well. Trial in the action brought by the Attorney General of the State of Alabama making allegations related to AWP is set for the first quarter of 2008. Additional AWP cases brought by various Attorneys General are expected to be set for trial in 2008. OTHER In July 2003, Centocor Corporation received a request that it voluntarily provide documents and information to the criminal division of the U.S. Attorney's Office, District of New Jersey, in connection with its investigation into various Centocor marketing practices. Subsequent requests for documents have been received from the U.S. Attorney's Office. Both the Company and Centocor responded, or are in the process of responding, to these requests for documents and information. In December 2003, Ortho-McNeil received a subpoena from the U.S. Attorney's Office in Boston, Massachusetts seeking documents relating to the marketing, including alleged off-label marketing, of the drug TOPAMAX(R) (topiramate). Additional subpoenas for documents have been received. Ortho-McNeil is cooperating in responding to the subpoenas. In October 2004, the U.S. Attorney's Office in Boston asked attorneys for Ortho- McNeil to cooperate in facilitating the subpoenaed testimony of several present and former Ortho-McNeil employees before a federal grand jury in Boston. Cooperation in securing the testimony of additional witnesses before the grand jury has been requested and is being provided. In January 2004, Janssen received a subpoena from the Office of the Inspector General of the U.S. Office of Personnel Management seeking documents concerning sales and marketing of, any and all payments to physicians in connection with sales and marketing of, and clinical trials for, RISPERDAL(R) (risperidone) from 1997 to 2002. Documents subsequent to 2002 have also been requested. An additional subpoena seeking information about marketing of and adverse reactions to RISPERDAL(R) was received from the U.S. Attorney's Office for the Eastern District of Pennsylvania in November 2005. Subpoenas seeking testimony from various witnesses before a grand jury have also been received. Janssen is cooperating in responding to these subpoenas. In August 2004, Johnson & Johnson Health Care Systems, Inc. (HCS), a Johnson & Johnson subsidiary, received a subpoena from the Dallas, Texas U.S. Attorney's Office seeking documents relating to the relationships between the group purchasing organization, Novation, and HCS and other Johnson & Johnson subsidiaries. The Company's subsidiaries involved have responded to the subpoena. In September 2004, Ortho Biotech Inc. (Ortho Biotech), received a subpoena from the U.S. Office of Inspector General's Denver, Colorado field office seeking documents directed to sales and marketing of PROCRIT(R) (Epoetin alfa) from 1997 to the present, as well as to dealings with U.S. Oncology Inc., a healthcare services network for oncologists. Ortho Biotech has responded to the subpoena. In March 2005, DePuy Orthopaedics, Inc. (DePuy), a Johnson & Johnson subsidiary, received a subpoena from the U.S. Attorney's Office, District of New Jersey, seeking records concerning contractual relationships between DePuy Orthopaedics and surgeons or surgeons-in- training involved in hip and knee replacement and reconstructive surgery. This investigation was resolved by DePuy and the four other leading suppliers of hip and knee implants in late September 2007 by agreements with the U.S. Attorney's Office for the District of New Jersey. The settlements include an 18- month Deferred Prosecution Agreement (DPA), acceptance by each company of a monitor to assure compliance with the DPA and, with respect to four of the five companies, payment of settlement monies and entry into five year Corporate Integrity Agreements. DePuy paid $85 million as its settlement. In June 2005, the U.S. Senate Committee on Finance requested the Company to produce information regarding use by several of its pharmaceutical subsidiaries of educational grants. A similar request was sent to other major pharmaceutical companies. In July 2005, the Committee specifically requested information about educational grants in connection with the drug PROPULSID(R). A follow up request was received from the Committee for additional information in January 2006. On October 30, 2007 another letter was received from the U.S. Senate Committee on Finance requesting information concerning payments to a list of physicians, and specification as to whether any such payments were for continuing medical education, honoraria, research support, etc. In July 2005, Scios Inc. (Scios), a Johnson & Johnson subsidiary, received a subpoena from the U.S. Attorney's Office, District of Massachusetts, seeking documents related to the sales and marketing of NATRECOR(R). Scios is responding to the subpoena. In early August 2005, Scios was advised that the investigation would be handled by the U.S. Attorney's Office for the Northern District of California in San Francisco. In September 2005, Johnson & Johnson received a subpoena from the U.S. Attorney's Office, District of Massachusetts, seeking documents related to sales and marketing of eight drugs to Omnicare, Inc., a manager of pharmaceutical benefits for long-term care facilities. The Johnson & Johnson subsidiaries involved are responding to the subpoena. Several employees of the Company's pharmaceutical subsidiaries have been subpoenaed to testify before a grand jury in connection with this investigation. In February 2006, Johnson & Johnson received a subpoena from the U.S. Securities & Exchange Commission (SEC) requesting documents relating to the participation by several Johnson & Johnson subsidiaries in the United Nations Iraq Oil for Food Program. The subsidiaries are cooperating with the SEC and DOJ in producing responsive documents. In June 2006, DePuy received a subpoena from the U.S. Department of Justice, Antitrust Division, requesting documents related to the manufacture, marketing and sale of orthopaedic devices, and had search warrants executed in connection with the investigation. DePuy has responded to the request for documents. In the wake of publicity about the subpoena, DePuy was served with five civil antitrust class actions. All of those cases have been dismissed without prejudice to the right to file them in the future. In September 2006, Janssen received a subpoena from the Attorney General of the State of California seeking documents regarding sales and marketing and side- effects of RISPERDAL(R), as well as interactions with State officials regarding the State's formulary for Medicaid-reimbursed drugs. Janssen is in the process of responding to the subpoena. In November 2006, Centocor received a subpoena seeking documents in connection with an investigation being conducted by the Office of the United States Attorney for the Central District of California regarding Centocor's Average Selling Price (ASP) calculations for REMICADE(R) under the company's Contract Purchase Program. Centocor produced material responsive to the subpoena. Centocor has been advised that this investigation has been closed. In February 2007, Johnson & Johnson voluntarily disclosed to the U.S. Department of Justice (DOJ) and the U.S. Securities and Exchange Commission (SEC) that subsidiaries outside the United States are believed to have made improper payments in connection with the sale of medical devices in two small-market countries, which payments may fall within the jurisdiction of the Foreign Corrupt Practices Act (FCPA). In the course of continuing dialogues with the agencies, other issues potentially rising to the level of FCPA violations in additional markets have been brought to the attention of the agencies by the Company. The Company has provided and will continue to provide additional information to DOJ and SEC, and will cooperate with the agencies' reviews of these matters. On March 5, 2007, Cordis Corporation

received a letter request for documents from the Committee on Oversight and Government Reform of the U.S. House of Representatives regarding marketing and safety of drug- eluting stents. Cordis is cooperating in responding to the request. On March 12, 2007, the Company announced that it had received separate subpoenas from the U.S. Attorney's Office in Philadelphia, the U.S. Attorney's Office in Boston and the U.S. Attorney's Office in San Francisco. The subpoenas relate to investigations by these three offices referenced above concerning, respectively, sales and marketing of RISPERDAL(R) by Janssen, TOPAMAX(R) by Ortho-McNeil and NATRECOR(R) by Scios. The subpoenas request information regarding the Company's corporate supervision and oversight of these three subsidiaries, including their sales and marketing of these drugs. The Company is cooperating in responding to these requests. In addition, the U.S. Attorney's office in Boston has issued subpoenas to several employees of Johnson & Johnson. On March 21, 2007, the Company received a letter from the Committee on Energy and Commerce of the U.S. House of Representatives seeking answers to several questions regarding marketing and safety of PROCRIT(R), the erythropoietin product sold by the Company's Ortho-Biotech subsidiary. On May 30, 2007, Senator Grassley, the ranking member of the United States Senate Committee on Finance, sent the Company a letter seeking information relating to PROCRIT(R). Although there are some differences between the two letters, the Senate request in large measure overlaps the House request. The Company provided its initial response on July 9, 2007. On May 10, 2007, the New York State Attorney General issued a subpoena seeking information relating to PROCRIT(R). Like the House and Senate requests, the subpoena asks for materials relating to PROCRIT(R) safety, marketing and pricing. The Company is responding to these requests. On April 27, 2007, the Company received two subpoenas from the Office of the Attorney General of the State of Delaware. The subpoenas seek documents and information relating to nominal pricing agreements. For purposes of the subpoenas, nominal pricing agreements are defined as agreements under which the Company agreed to provide a pharmaceutical product for less than ten percent of the Average Manufacturer Price for the product. The Company is responding to the subpoenas and will cooperate with the inquiry. In September 2004, plaintiffs in an employment discrimination litigation initiated against the Company in 2001 in Federal District Court in New Jersey moved to certify a class of all African American and Hispanic salaried employees of the Company and its affiliates in the U.S., who were employed at any time from November 1997 to the present. Plaintiffs seek monetary damages for the period 1997 through the present (including punitive damages) and equitable relief. The Court denied plaintiffs' class certification motion in December 2006 and their motion for reconsideration in April 2007. Plaintiffs are seeking to appeal these decisions. In late December 2005 and early 2006, three purported class actions were filed on behalf of purchasers of endo-mechanical instruments against the Company and its wholly-owned subsidiaries, Ethicon, Inc., Ethicon Endo- Surgery, Inc., and Johnson & Johnson Health Care Systems, Inc. These challenge suture and endo- mechanical contracts with Group Purchasing Organizations and hospitals, in which discounts are predicated on a hospital achieving specified market share targets for both categories of products. These actions have been filed in the Federal District Court for the Central District of California. In November 2005, Amgen filed suit against Hoffmann-LaRoche, Inc. in the U.S. District Court for the District of Massachusetts seeking a declaration that the Roche product CERA, which Roche has indicated it will seek to introduce into the United States, infringes a number of Amgen patents concerning EPO. Amgen licenses EPO for sale in the United States to the Company's Ortho Biotech Inc. subsidiary for non- dialysis indications. Trial in this action concluded in October with a verdict in Amgen's favor. Roche is expected to appeal. In October 2006, Wyeth, Inc. initiated litigation in Delaware against Cordis Corporation alleging that Cordis breached the license and supply agreement pursuant to which Wyeth supplies Cordis the drug Rapamycin which is used in connection with Cordis' CYPHER(R) Sirolimus-eluting Stent. Cordis has commenced its own action in Delaware seeking a declaration that no breach has occurred. With respect to all the above matters, the Company and its subsidiaries are vigorously contesting the allegations asserted against them and otherwise pursuing defenses to maximize the prospect of success. The Company and its subsidiaries involved in these matters continually evaluate their strategies in managing these matters and, where appropriate, pursue settlements and other resolutions where those are in the best interest of the Company. The Company is also involved in a number of other patent, trademark and other lawsuits incidental to its business. The ultimate legal and financial liability of the Company in respect to all claims, lawsuits and proceedings referred to above cannot be estimated with any certainty. However, in the Company's opinion, based on its examination of these matters, its experience to date and discussions with counsel, the ultimate outcome of legal proceedings, net of liabilities accrued in the Company's balance sheet, is not expected to have a material adverse effect on the Company's financial position, although the resolution in any reporting period of one or more of these matters could have a significant impact on the Company's results of operations and cash flows for that period. NOTE 13 - SUBSEQUENT EVENT On November 6, 2007 the Company issued an aggregate of $2.5 billion in long-term notes. There were approximately $1.0 billion of 5.5% Notes issued in Sterling due in 2024 and approximately $1.5 billion of 4.75% Notes issued in Euro currency due in 2019. The proceeds of the notes are expected to be used for general corporate purposes including the repayment of a portion of the outstanding commerical paper, issued to fund the Pfizer Consumer Healthcare acquisition. Item 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Results of Operations Analysis of Consolidated Sales For the first fiscal nine months of 2007, worldwide sales were $45.1 billion, a total increase of 13.9% and an operational increase of 11.3% over 2006 first fiscal nine months sales of $39.6 billion. Currency had a positive impact of 2.6% for the period. The acquisition of Pfizer Inc.'s Consumer Healthcare business net of related divestitures increased both total sales growth and operational growth by 7.3%. Sales by U.S. companies were $24.2 billion in the first fiscal nine months of 2007, which represented an increase of 8.9% over the same period last year. Sales by international companies were $20.9 billion, which represented a total increase of 20.2%, an operational increase of 14.3%, and a positive impact from currency of 5.9% over the first fiscal nine months of 2006. Sales by companies in Europe increased by 21.4%, with operational growth of 13.1% and a positive impact from currency of 8.3%. Sales by companies in the Western Hemisphere, excluding the U.S., increased by 29.7%, with operational growth of 25.2% and a positive impact from currency of 4.5%. Sales by companies in the Asia- Pacific, Africa region increased by 13.5%, with operational growth of 11.2% and a positive impact from currency of 2.3%. For the fiscal third quarter of 2007, worldwide sales were $15.0 billion, a total increase of 12.7% and an operational increase of 9.7%, over 2006 fiscal third quarter sales of $13.3 billion. Currency fluctuations positively impacted sales by 3.0% for the period. The acquisition of Pfizer Inc.'s Consumer Healthcare business net of related divestitures increased both total sales growth and operational growth by 7.5%. Sales by U.S. companies were $7.9 billion in the fiscal third quarter of 2007, which represented an increase of 5.8% over the same period last year. Sales by international companies were $7.0 billion, which represented a total increase of 21.5%, an operational increase of 14.7%, and a positive impact from currency of 6.8% over the fiscal third quarter of 2006. Sales by companies in Europe increased by 21.5%, with operational growth of 13.3% and a positive impact from currency of 8.2%. Sales by companies in the Western Hemisphere, excluding the U.S., increased by 32.6%, with operational growth of 24.9% and a positive impact from currency of 7.7%. Sales by companies in the Asia- Pacific, Africa region posted

sales growth of 15.8%, with operational growth of 11.8% and a positive impact from currency of 4.0%. Analysis of Sales by Business Segments Consumer Consumer segment sales in the first fiscal nine months of 2007 were $10.7 billion, an increase of 48.2% over the same period a year ago, with 44.8% of operational growth and a positive currency impact of 3.4%. U.S. Consumer segment sales increased by 41.0% while international sales experienced a total increase of 54.6%, an operational increase of 48.1%, with a positive currency impact of 6.5%. The acquisition of Pfizer Inc.'s Consumer Healthcare business net of the related divestitures increased both total sales growth and operational growth for the total Consumer Segment by 40.1%. Major Consumer Franchise Sales - First Fiscal Nine Months (Dollars in Millions) Sept. 30, Oct. 1, Total Operations Currency 2007 2006 Change Change Change OTC Pharm & Nutr $3,727 $1,985 87.8% 85.6% 2.2% Skin Care 2,258 1,948 15.9 12.3 3.6 Baby & Kids Care 1,445 1,279 13.0 8.1 4.9 Women's Health 1,345 1,246 8.0 3.7 4.3 Oral Care Products 1,109 293 278.1 275.8 2.3 Other 799 458 74.5 71.8 2.7 Total $10,683 $7,209 48.2% 44.8% 3.4% Consumer segment sales in the fiscal third quarter of 2007 were $3.6 billion, an increase of 47.5% over the same period a year ago with 43.4% of operational growth and a positive currency impact of 4.1%. U.S. Consumer segment sales increased by 39.8% while international sales experienced a total increase of 54.2%, an operational increase of 46.5%, with a positive currency impact of 7.7%. The acquisition of Pfizer Inc.'s Consumer Healthcare business net of the related divestitures increased both total sales growth and operational growth for the total Consumer Segment by 40.6%. Major Consumer Franchise Sales - Fiscal Third Quarter (Dollars in Millions) Sept. 30, Oct. 1, Total Operations Currency 2007 2006 Change Change Change OTC Pharm & Nutr $1,264 $699 80.9% 78.6% 2.3% Skin Care 737 635 16.0 11.8 4.2 Baby & Kids Care 511 451 13.3 7.3 6.0 Women's Health 461 432 6.8 1.5 5.3 Oral Care Products 396 96 312.3 309.3 3.0 Other 254 143 77.6 74.2 3.4 Total $3,623 $2,456 47.5% 43.4% 4.1% The OTC Pharmaceuticals and Nutritionals franchise achieved operational growth of 78.6%. This was attributable to new products from acquisitions, as well as growth for adult analgesics and SPLENDA(R) products. These gains were partially offset by lower sales of upper respiratory products. The 2006 OTC Pharmaceutical and Nutritionals franchise sales included the impact of the re-launch of the TYLENOL(R) Upper Respiratory product line with products containing phenylephrine instead of pseudoephedrine. The impact on OTC Pharmaceuticals and Nutritionals total sales growth and operational growth due to newly acquired brands from Pfizer Inc. was 77.4% in the fiscal third quarter of 2007. On October 11, 2007 The Company announced a voluntary withdrawal of infants' cough and cold products from the market. When used as directed, these medicines have been generally recognized as safe and effective. However, an assessment of available data on the use of pediatric cough and cold medicines has identified rare instances of misuse leading to overdose, particularly in infants under two years of age. As well, these products along with children's cough and cold products generally were the subject of a recent FDA Nonprescription Drug Advisory Committee hearing, which recommended to the FDA certain changes in the marketing and sale of such products. This is not expected to have a significant impact on sales for the OTC Pharmaceuticals and Nutritionals franchise. The Skin Care franchise operational growth of 11.8% was driven by strong performances from the NEUTROGENA(R), CLEAN AND CLEAR(R) and AVEENO(R) product lines as well as new products related to acquisitions. The impact on Skin Care total sales growth and operational growth due to newly acquired brands from Pfizer Inc. was 5.1% in the fiscal third quarter of 2007. The Baby & Kids Care franchise operational growth of 7.3% was the result of the strong performances of cleansers and powders. The impact on Baby & Kids Care total sales growth and operational growth due to newly acquired brands from Pfizer Inc. and divestitures related to the acquisition was 1.7% in the fiscal third quarter of 2007. The Women's Health franchise achieved operational growth of 1.5%. The impact on Women's Health total sales growth and operational growth due to newly acquired brands from Pfizer Inc. was 4.6% in the fiscal third quarter of 2007. Net of sales related to acquisitions there was an operational decline due to increased competition. The Oral Care franchise operational growth was attributable to new products from acquisitions and newly launched products, such as LISTERINE(R) mouthwashes and dissolvable whitening strips. The impact on Oral Care total sales growth and operational growth due to newly acquired brands from Pfizer Inc. and divestitures related to the acquisition was greater than 100%. Pharmaceutical Pharmaceutical segment sales in the first fiscal nine months of 2007 were $18.5 billion, a total increase of 6.7% over the same period a year ago with 4.5% of this change due to operational increases and a 2.2% increase related to the positive impact of currency. The U.S. Pharmaceutical sales increase was 3.9% and the total growth in international Pharmaceutical sales was 11.8%, with 5.6% of this change due to operational increases and the remaining 6.2% increase related to the positive impact of currency. Major Pharmaceutical Product Revenues - First Fiscal Nine Months (Dollars in Millions) Sept. 30, Oct. 1, Total Operations Currency 2007 2006 Change Change Change Anti-psychotics $3,477 $3,122 11.4% 8.8% 2.6% REMICADE(R) 2,419 2,233 8.3 8.3 - PROCRIT(R)/EPREX(R) 2,257 2,392 (5.6) (8.1) 2.5 TOPAMAX(R) 1,801 1,498 20.2 18.8 1.4 LEVAQUIN(R)/ FLOXIN(R) 1,214 1,091 11.2 11.2 - ACIPHEX(R)/ PARIET(TM) 1,010 921 9.7 6.3 3.4 DURAGESIC(R)/Fentanyl Transdermal 900 1,002 (10.2) (13.4) 3.2 CONCERTA(R) 739 672 10.0 8.5 1.5 Hormonal Contraceptives 710 772 (8.0) (9.4) 1.4 Other 3,942 3,614 9.1 5.5 3.6 Total $18,469 $17,317 6.7% 4.5% 2.2% Pharmaceutical segment sales in the fiscal third quarter of 2007 were $6.1 billion, a total increase of 3.7% over the same period a year ago with 1.2% of this change due to operational increases and the remaining 2.5% increase related to the positive impact of currency. Pharmaceutical sales in the U.S. experienced a decrease of 2.0% while international Pharmaceutical sales achieved an increase of 14.4%, with 7.2% of this change due to operational increases and the remaining 7.2% increase related to the positive impact of currency. Major Pharmaceutical Product Revenues - Fiscal Third Quarter (Dollars in Millions) Sept. 30, Oct. 1, Total Operations Currency 2007 2006 Change Change Change Anti-psychotics $1,162 $1,068 8.9% 6.0% 2.9% REMICADE(R) 819 776 5.5 5.5 - PROCRIT(R)/EPREX(R) 682 798 (14.6) (17.4) 2.8 TOPAMAX(R) 613 533 15.0 13.6 1.4 LEVAQUIN(R)/ FLOXIN(R) 371 347 6.9 6.8 0.1 ACIPHEX(R)/ PARIET(TM) 338 307 10.1 6.1 4.0 DURAGESIC(R)/Fentanyl Transdermal 309 342 (9.7) (13.2) 3.5 Hormonal Contraceptives 233 270 (13.9) (15.6) 1.7 CONCERTA(R) 231 220 5.3 3.6 1.7 Other 1,341 1,220 9.9 5.6 4.3 Total $6,099 $5,881 3.7% 1.2% 2.5% Sales growth within the segment was led by strong performances from RISPERDAL(R) CONSTA(R) (risperidone), TOPAMAX(R) (topiramate) and LEVAQUIN(R). Generic competition related to DURAGESIC(R) (fentanyl transdermal system), DITROPAN(R), SPORANOX(R) (itraconazole), RISPERDAL(R) oral and hormonal contraceptives continued to negatively impact sales during the fiscal third quarter of 2007. Sales results in both the fiscal third quarter of 2007 and 2006 benefited from one-time adjustments. The fiscal third quarter of 2007 included a reduction to sales rebate reserves of approximately $60 million versus a reduction of approximately $130 million in the fiscal third quarter of 2006. The anti-psychotic franchise which includes RISPERDAL(R) oral (risperidone), a medication that treats the symptoms of schizophrenia, bipolar mania and irritability associated with autistic behavior in indicated patients, RISPERDAL(R) CONSTA(R) (risperidone) a long acting injectable and INVEGA(TM) (paliperdone) Extended-Release tablets for the treatment of schizophrenia, achieved operational growth of 6.0% in the fiscal third quarter of 2007. Sales growth was positively impacted by the continued global success of RISPERDAL(R) CONSTA(R) The patent for the RISPERDAL(R) compound will expire in the

U.S. and most major markets outside the U.S. by December 2007. In March, the U.S. Food and Drug Administration (FDA) granted pediatric exclusivity for RISPERDAL(R), which extends the marketing exclusivity in the U.S. for RISPERDAL(R) oral to the end of June 2008. In 2006 Worldwide sales of RISPERDAL(R) oral were $3.3 billion and U.S. sales were $2.1 billion. The expiration of the RISPERDAL(R) oral patent will result in a significant reduction in sales in the U.S. REMICADE(R) (infliximab), a biologic approved for the treatment of Crohn's disease, ankylosing spondylitis, psoriasis, psoriatic arthritis, ulcerative colitis and use in the treatment of rheumatoid arthritis, achieved operational growth of 5.5% over prior year fiscal third quarter. This continued growth was driven by increased demand due to expanded indications and overall market growth. During the fiscal second quarter of 2007, REMICADE(R) received approval from the European Commission (EU) for the pediatric Crohn's disease indications. REMICADE(R) is competing in a market which is experiencing increased competition. PROCRIT(R) (Epoetin alfa) and EPREX(R) (Epoetin alfa) combined had an operational sales decline of 17.4%, as compared to prior year fiscal third quarter. EPREX(R) as it is known outside the U.S. achieved operational growth of 1.0% while PROCRIT(R) as it is known in the U.S. market experienced an operational decline of 27.1%. The decline was primarily due to the declining market of Erythropoiesis Stimulating Agents (ESAs) partially offset by an increase in the Company's overall market share as compared to prior year fiscal third quarter. On July 30, 2007 The Centers for Medicare and Medicaid (CMS) issued a National Coverage Determination (NCD), which significantly limits the future reimbursement of ESAs in oncology in the U.S. In the U.S., Epoetin alfa products are subject to a label change, which may negatively impact future sales. The label for Epoetin alfa products is also under review in jurisdictions outside the U.S. TOPAMAX(R) (topiramate), which has been approved for adjunctive and monotherapy use in epilepsy, as well as for the prophylactic treatment of migraines, achieved strong operational growth of 13.6% over prior year fiscal third quarter. The major contributor to the growth was the continued success in the migraine category. This was partially offset by the impact of the one-time reduction adjustment to the reserve for sales rebates recorded in the fiscal third quarter of 2006. The patent for TOPAMAX(R) (topiramate) in the U.S. will expire in September 2008. The TOPAMAX(R) patent carries the possibility of a pediatric extension in the U.S., which if obtained, would grant market exclusivity in the U.S. until March 2009. The Company is on target to file for the pediatric extension. In 2006 Worldwide sales of TOPAMAX(R) were $2.0 billion and U.S. sales were $1.6 billion. The expiration of a product patent or loss of market exclusivity can result in a significant reduction in sales. LEVAQUIN(R) (levofloxacin)/FLOXIN(R) achieved operational growth of 6.8% over prior year fiscal third quarter. This was primarily due to favorable market growth. In March the FDA granted pediatric exclusivity in the U.S. for LEVAQUIN(R) which will extend the marketing exclusivity by six months to June 2011. ACIPHEX(R)/PARIET(R) a proton pump inhibitor, achieved operational growth of 6.1% as compared to prior year fiscal third quarter. DURAGESIC(R)/Fentanyl Transdermal (fentanyl transdermal system) experienced an operational sales decline of 13.2% compared to prior year fiscal third quarter, primarily due to continued generic erosion. The hormonal contraceptive franchise experienced an operational sales decline of 15.6% compared to prior year fiscal third quarter primarily resulting from branded and generic competition in oral contraceptives. ORTHO EVRA(R) (norelgestromin/ethinyl estradiol), the first contraceptive patch approved by the FDA, experienced a decline in sales as a result of labeling changes and negative media coverage concerning product safety. CONCERTA(R) (methylphenidate HCl), a product for the treatment of attention deficit hyperactivity disorder, achieved operational sales growth of 3.6% over the fiscal third quarter of 2006. Sales in the U.S. were down slightly due to lower market share partially offset by market growth, while all regions outside the U.S. achieved strong operational growth. Although the original CONCERTA(R) patent expired in 2004, the FDA has not approved any generic version that is substitutable for CONCERTA(R) Two parties have filed Abbreviated New Drug Applications (ANDAs) for generic versions of CONCERTA(R), which are pending and may be approved at any time. NATRECOR(R) (nesiritide), a product for the treatment of patients with acutely decompensated congestive heart failure who have dyspnea at rest or with minimal activity, continues to experience a decline in demand due to negative media coverage regarding a meta analysis of selected historical clinical trials. The Company believes that the full data set does not support the conclusions of these medical and consumer publications and the currently approved label for NATRECOR(R) reflects all available data to date. NATRECOR(R) was purchased by the Company in 2003 and resulted in the recording of an intangible asset, which is being amortized over 12 years. The remaining unamortized intangible value associated with NATRECOR(R) was $0.9 billion at the end of the fiscal third quarter of 2007, and based on the current estimate of projected future cash flows, no adjustment to this intangible asset is required. Medical Devices and Diagnostics Medical Devices and Diagnostics segment sales in the first fiscal nine months of 2007 were $16.0 billion, an increase of 5.8% over the same period a year ago, with 3.2% of this change due to operational increases and the remaining 2.6% increase related to the positive impact of currency. The U.S. Medical Devices and Diagnostics sales increase was 2.0% and the growth in international Medical Devices and Diagnostics sales was 9.6%, which included operational increases of 4.3% and an increase of 5.3% related to the positive impact of currency. Major Medical Devices and Diagnostics Franchise Sales - First Fiscal Nine Months (Dollars in Millions) Sept. 30, Oct. 1, Total Operations Currency 2007 2006 Change Change Change DEPUY(R) $3,378 $3,045 10.9% 8.0% 2.9% ETHICON ENDO- SURGERY(R) 2,770 2,476 11.9 8.9 3.0 ETHICON(R) 2,648 2,386 11.0 7.1 3.9 CORDIS(R) 2,557 3,126 (18.2) (19.9) 1.7 LIFESCAN(R) 1,730 1,532 13.0 9.9 3.1 Vision Care 1,643 1,408 16.7 15.7 1.0 ORTHO-CLINICAL DIAGNOSTICS(R) 1,203 1,098 9.5 7.2 2.3 Other 57 45 26.7 26.0 0.7 Total $15,986 $15,116 5.8% 3.2% 2.6% Medical Devices and Diagnostics segment sales in the fiscal third quarter of 2007 were $5.2 billion, an increase of 6.0% over the same period a year ago, with 3.0% of this change due to operational growth and the remaining 3.0% increase related to the positive impact of currency. The U.S. Medical Devices and Diagnostics sales increase was 2.4% and the growth in international Medical Devices and Diagnostics sales was 9.8%, which included operational growth of 3.7% and an increase of 6.1% related to the positive impact of currency. Major Medical Devices and Diagnostics Franchise Sales - Fiscal Third Quarter (Dollars in Millions) Sept. 30, Oct. 1, Total Operations Currency 2007 2006 Change Change Change DEPUY(R) $1,086 $971 11.9% 8.8% 3.1% ETHICON ENDO- SURGERY(R) 922 825 11.7 8.3 3.4 ETHICON(R) 877 796 10.1 5.7 4.4 CORDIS(R) 777 983 (21.0) (23.1) 2.1 LIFESCAN(R) 585 505 16.0 12.5 3.5 Vision Care 577 493 17.2 15.5 1.7 ORTHO-CLINICAL DIAGNOSTICS(R) 404 360 12.2 9.5 2.7 Other 20 17 17.6 16.9 0.7 Total $5,248 $4,950 6.0% 3.0% 3.0% The DePuy franchise achieved operational growth of 8.8% over prior year fiscal third quarter. This was primarily due to DePuy's orthopaedic joint reconstruction products including the hip and knee product lines. Strong performance was also achieved in Mitek sports medicine products. The Ethicon Endo-Surgery franchise achieved operational growth of 8.3% over prior year fiscal third quarter. A major contributor of growth continues to be endocutter sales, which include products used in performing bariatric procedures for the treatment of obesity, an important focus area for the franchise. Strong results were achieved with the continued success of the HARMONIC SCALPEL(R), an ultrasonic cutting and coagulating surgical device. Ethicon worldwide sales grew operationally by 5.7% from the same period in the prior year, resulting from growth in the hemostasis, women's health, biosurgicals, and the

mesh product lines. The Cordis franchise experienced an operational sales decline of 23.1% over the fiscal third quarter of 2006. This decline was caused by lower sales of the CYPHER(R) Sirolimus-eluting Stent due to increased competition outside the U.S. as well as the global contraction of the drug-eluting stent market following reports of a potential risk of late stent thrombosis associated with the use of drug-eluting stents. These results were partially offset by strong performance by the Biosense Webster and neurovascular businesses. On June 13, 2007 the U.S. Food and Drug Administration (FDA) notified Cordis that all items outlined in the Warning Letters received in April and July 2004 regarding Good Manufacturing Practice regulations and Good Clinical Practice regulations have been resolved. The LifeScan franchise achieved operational growth of 12.5% over the fiscal third quarter of 2006 reflecting the continued success of the ULTRA(R) product lines. An additional contributor was the growth of the Animas business due to the launch of the 2020 insulin pump earlier this year. The Vision Care franchise operational sales growth of 15.5% was led by the global success of ACUVUE(R) OASYS(TM), ACUVUE(R) ADVANCE(TM) Brand Contact Lenses for ASTIGMATISM and 1-DAY ACUVUE(R) MOIST(TM). The Ortho-Clinical Diagnostics franchise achieved operational growth of 9.5% over prior year fiscal third quarter. The Immunodiagnostic product line was a major contributor in the U.S., as well as the continued growth of the Chagas screening assay in the U.S. Cost of Products Sold Consolidated costs of products sold for the first fiscal nine months of 2007 increased to 28.8% from 27.9% of sales over the same period a year ago. The cost of products sold for the fiscal third quarter of 2007 increased to 28.5% from 27.5% of sales in the fiscal third quarter of 2006. The increase was primarily due to the impact of newly acquired consumer brands. Selling, Marketing and Administrative Expenses Consolidated selling, marketing and administrative expenses for the first fiscal nine months of 2007 increased 0.5% over the same period a year ago. Consolidated selling, marketing and administrative expenses as a percent to sales for the first fiscal nine months of 2007 were 32.6% versus 32.1% for the same period a year ago. Consolidated selling, marketing and administrative expenses for the fiscal third quarter of 2007 increased 0.4% over the same period a year ago. As a percent to sales, consolidated selling, marketing and administrative expenses were 32.7% versus 32.3% for the same period a year ago. Increases in the quarterly and nine month periods were attributable to the addition of the newly acquired consumer brands to the mix of businesses partially offset by continued cost containment efforts across many of the Company's businesses. Research & Development Research activities represent a significant part of the Company's business. These expenditures relate to the development of new products, improvement of existing products, technical support of products and compliance with governmental regulations for the protection of the consumer. Worldwide costs of research activities, for the first fiscal nine months of 2007 were $5.3 billion, an increase of 5.4% over the same period a year ago. Research and development spending in the fiscal third quarter of 2007 was $1.8 billion, an increase of 6.7% over the fiscal third quarter of 2006. Research and development spending as a percent to sales for the first fiscal nine months of 2007 was 11.9% versus 12.8% for the same period a year ago. The decrease was primarily due to the inclusion in 2006 of the $165 million up front payment to Vertex Pharmaceuticals for the rights to develop and commercialize VX-950 for Hepatitis C in selected regions, including Europe and the change in the mix of businesses with the inclusion of the newly acquired consumer products. Research and development spending, as a percent to sales for the fiscal third quarter of 2007 was 12.3% versus 12.9% for the same period a year ago. This decrease was primarily due to the change in the mix of businesses with the inclusion of the newly acquired consumer products. Restructuring On July 31, 2007 the Company announced initiatives that are expected to generate pre-tax, annual cost savings of $1.3-$1.6 billion for 2008 in an effort to improve its overall cost structure. During the fiscal third quarter of 2007, the Company recorded $745 million in pre-tax charges See note 11 for more details. In-Process Research & Development(IPR&D) In the fiscal third quarter of 2007, the Company had no IPR&D charges. IPR&D charges of $807 million before and after tax were recorded during the first fiscal nine months of 2007 related to the acquisition of Conor Medsystems Inc. In the fiscal third quarter of 2006, the Company recorded IPR&D charges of $115 million before tax, with no tax benefit, related to the acquisitions of Ensure Medical, Inc. and Colbar LifeScience Ltd. IPR&D charges of $239 million before tax and $231 million after tax were recorded during the first fiscal nine months of 2006 related to the acquisitions of Vascular Control Systems, Inc., Hand Innovations LLC, Future Medical Systems S.A. and the third quarter acquisitions mentioned above. Other (Income) Expense, Net Other (income) expense, net includes gains and losses related to the sale and write-down of certain equity securities of the Johnson & Johnson Development Corporation, gains and losses on the disposal of fixed assets, currency gains and losses, minority interests, litigation settlements, as well as royalty income. The favorable change in other (income) expense, net for the fiscal third quarter of 2007 as compared to the same period a year ago was due to additional product liability reserves recorded in 2006 partially offset by the 2007 payment for an orthopaedics industry wide settlement to the U.S. Attorney's office, District of New Jersey. The unfavorable change in other (income) expense, net for the first fiscal nine months of 2007 as compared to the same period a year ago was $428 million. This was primarily due to the net gain of $175 million before tax related to the divestiture of certain brands recorded in the fiscal first quarter of 2007, as compared to the same period a year ago, which included a gain of $622 million recorded for the Guidant acquisition agreement termination fee, less associated expenses. OPERATING PROFIT BY SEGMENT Consumer Segment Operating profit for the Consumer segment as a percent to sales in the first fiscal nine months of 2007 was 17.1% versus 18.9% over the same period a year ago. Operating profit as a percent to sales in the fiscal third quarter of 2007 was 16.2% versus 18.5% over the same period a year ago. The primary driver of the decrease in the operating profit margin in the Consumer segment for both periods in 2007 over the same period a year ago was related to integration costs and other operating expenses related to newly acquired products. Pharmaceutical Segment Operating profit for the Pharmaceutical segment as a percent to sales in the first fiscal nine months of 2007 was 32.5% versus 31.4% over the same period a year ago. Operating profit as a percent to sales in the fiscal third quarter of 2007 was 26.1% versus 30.8% over the same period a year ago. Operating profit margin improved in the first fiscal nine months of 2007 as compared to the same period a year ago. This was due to the inclusion of the $165 million up front payment to Vertex Pharmaceuticals for the rights to develop and commercialize VX-950 for Hepatitis C in selected regions in the fiscal nine months of 2006. Operating profit margin for the fiscal third quarter of 2007 was unfavorable versus the same period a year ago due to the restructuring charges of $429 million recorded during the fiscal third quarter of 2007. Medical Devices and Diagnostics Segment Operating profit for the Medical Devices and Diagnostics segment as a percent to sales in the first fiscal nine months of 2007 was 21.1% versus 32.6% over the same period a year ago. Operating profit as a percent to sales in the fiscal third quarter of 2007 was 21.7% versus 27.1% over the same period a year ago. The decline in the operating profit margin in the Medical Devices and Diagnostics segment for both periods in 2007 versus the same period a year ago was due to the restructuring charges of $301 million recorded during the fiscal third quarter of 2007 and unfavorable product mix within the segment. Additionally, the first fiscal nine months of 2007 included acquisition related IPR&D charges of $807 million versus $239 million a year ago and the gain associated with the Guidant acquisition agreement termination fee, less associated expenses, of $622 million before tax recorded in the first fiscal nine months of 2006. Interest (Income) Expense Interest income decreased in both the first fiscal nine

months and fiscal third quarter of 2007 as compared to the same periods a year ago. The cash balance and marketable securities, was $8.3 billion at the end of the fiscal third quarter of 2007. This was a decrease of $6.4 billion from the same period a year ago. The decline in the cash balance was primarily due to acquisition activity and the stock repurchase program during the fiscal year 2007. Interest expense increased in both the first fiscal nine months and fiscal third quarter of 2007 as compared to the same periods a year ago, resulting from a higher debt position. This was due to acquisition activity and the stock repurchase programs during the fiscal year 2007 and 2006. Provision For Taxes on Income The worldwide effective income tax rates for the first fiscal nine months of 2007 and 2006 were 25.1% and 25.2%, respectively, a decrease of 0.1%. This was primarily due to increases in taxable income in lower tax jurisdictions relative to taxable income in higher tax jurisdictions and the Research and Development (R&D) tax credit, which was not in effect in the first fiscal nine months of 2006. This was partially offset by higher IPR&D charges recorded in the fiscal nine months of 2007 versus 2006, which was non-deductible for tax purposes. The tax rate for the first fiscal nine months of 2006 benefited from a reversal of deferred tax valuation allowances of $134 million associated with the Tibotec business. LIQUIDITY AND CAPITAL RESOURCES Cash Flows Cash generated from operations provided the major sources of funds for the growth of the business, including working capital, capital expenditures and acquisitions. Other uses of cash included share repurchases and dividends. In the first fiscal nine months of 2007, cash flow from operations was $10.9 billion, an increase of $1.0 billion over the same period a year ago. The major changes in assets and liabilities were a $1.3 billion increase in accounts payable and accrued liabilities, $0.4 billion increase in other current and non-current liabilities and a $0.3 decrease in the accounts receivable. This was partially offset by a $1.1 billion increase in other current and non-current assets. Net cash used by investing activities increased by $1.5 billion primarily due to a $1.6 billion net increase in the purchase/sale of marketable securities. Net cash used by financing activities decreased by $4.6 billion primarily due to a $2.8 billion decrease in the repurchase of common stock and a $2.6 billion increase in proceeds from long-term debt partially offset by the net retirement/proceeds of short term debt. There was also a $0.3 billion increase in dividends to shareholders in 2007. Cash and current marketable securities were $8.3 billion at the end of the fiscal third quarter of 2007 as compared with $14.7 billion at fiscal third quarter of 2006. This change was primarily due to acquisition activity in December of 2006 and the 2007 stock repurchase program. On July 9, 2007, the Company announced that its Board of Directors approved a stock repurchase program, authorizing the Company to buy back up to $10 billion of the Company's common stock. Share repurchases will take place on the open market from time to time based on market conditions. The repurchase program has no time limit and may be suspended for periods or discontinued at any time. Any shares acquired will be available for general corporate purposes. The Company intends to fund the share repurchase program through a combination of available cash and debt. The Company does not expect its triple-A credit rating to be effected by the share repurchase program. On August 15, 2007 the Company issued an aggregate of $2.6 billion in long-term notes. There are $0.6 billion of 5.150% Notes due in 2012, $1.0 billion of 5.550% Notes due in 2017 and $1.0 billion of 5.950% Notes due in 2037. The proceeds of the notes are expected to be used for general corporate purposes including the repayment of a portion of the outstanding commercial paper, issued to fund the Pfizer Consumer Healthcare acquisition. Dividends On July 16, 2007, the Board of Directors declared a regular cash dividend of $0.415 per share, which was paid on September 11, 2007 to shareholders of record as of August 28, 2007. On October 18, 2007, the Board of Directors declared a regular cash dividend of $0.415 per share, payable on December 11, 2007 to shareholders of record as of November 27, 2007. The Company expects to continue the practice of paying regular cash dividends. OTHER INFORMATION New Accounting Standards In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No 157, Fair Value Measurements. This statement defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles, and expands disclosures about fair value measurements. The statement is effective in the fiscal first quarter of 2008 and the Company will adopt the statement at that time. The Company believes that the adoption of SFAS No 157 will not have a material effect on its results of operations, cash flows or financial position. In February 2007, the FASB issued Statement No. 159, Fair Value Option for Financial Assets and Financial Liabilities, which permits an entity to measure certain financial assets and financial liabilities at fair value. Statement 159 is effective for fiscal year 2008 but early adoption is permitted. The Company is currently in the process of evaluating this pronouncement and the impact of the adoption of FASB 159 would have on its results of operations, cash flows and financial position. EITF Issue 07-3: Accounting for Nonrefundable Advance Payments for Goods or Services Received for Use in Future Research and Development Activities. This Issue is effective for financial statements issued for fiscal years beginning after December 15, 2007. The adoption of EITF 07-3 is not expected to have a significant impact on the Company's results of operations, cash flows and financial position. Economic and Market Factors Johnson & Johnson is aware that its products are used in an environment where, for more than a decade, policymakers, consumers and businesses have expressed concern about the rising cost of health care. Johnson & Johnson has a long-standing policy of pricing products responsibly. For the period 1996 through 2006 in the United States, the weighted average compound annual growth rate of Johnson & Johnson price increases for health care products (prescription and over-the- counter drugs, hospital and professional products) was below the U.S. Consumer Price Index (CPI). Inflation rates, even though moderate in many parts of the world during 2006, continue to have an effect on worldwide economies and, consequently, on the way companies operate. In the face of increasing costs, the Company strives to maintain its profit margins through cost reduction programs, productivity improvements and periodic price increases. The Company faces various worldwide health care changes that may result in pricing pressures that include health care cost containment and government legislation relating to sales, promotions and reimbursement. The Company also operates in an environment increasingly hostile to intellectual property rights. Generic drug firms have filed Abbreviated New Drug Applications seeking to market generic forms of most of the Company's key pharmaceutical products, prior to expiration of the applicable patents covering those products. In the event the Company is not successful in defending a lawsuit resulting from an Abbreviated New Drug Application filing, the generic firms will then introduce generic versions of the product at issue, resulting in very substantial market share and revenue losses. For further information see the discussion on "Litigation Against Filers of Abbreviated New Drug Applications" included in Item 1. Financial Statements (unaudited)- Notes to Consolidated Financial Statements, Note 12. CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS This Form 10-Q contains forward-looking statements. Forward- looking statements do not relate strictly to historical or current facts and anticipate results based on management's plans that are subject to uncertainty. Forward-looking statements may be identified by the use of words like "plans," "expects," "will," "anticipates," "estimates" and other words of similar meaning in conjunction with, among other things, discussions of future operations, financial performance, the Company's strategy for growth, product development, regulatory approval, market position and expenditures. Forward-looking statements are based on current expectations of future events. The Company cannot guarantee that any forward- looking statement will be accurate, although the Company believes that it has been reasonable in its expectations and assumptions. Investors should realize that if underlying assumptions

prove inaccurate or that unknown risks or uncertainties materialize, actual results could vary materially from the Company's expectations and projections. Investors are therefore cautioned not to place undue reliance on any forward-looking statements. The Company does not undertake to update any forward-looking statements as a result of new information or future events or developments. Risks and uncertainties include general industry conditions and competition; economic conditions, such as interest rate and currency exchange rate fluctuations; technological advances, new products and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approvals; challenges to patents; U.S. and foreign health care reforms and governmental laws and regulations; trends toward health care cost containment; increased scrutiny of the health care industry by government agencies; product efficacy or safety concerns resulting in product recalls or regulatory action. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 contains, as an Exhibit, a discussion of additional factors that could cause actual results to differ from expectations. The Company notes these factors as permitted by the Private Securities Litigation Reform Act of 1995. Item 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK There has been no material change in the Company's assessment of its sensitivity to market risk since its presentation set forth in Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," in its Annual Report on Form 10-K for the fiscal year ended December 31, 2006. Item 4 - CONTROLS AND PROCEDURES Disclosure controls and procedures. At the end of the period covered by this report, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. William C. Weldon, Chairman and Chief Executive Officer, and Dominic J. Caruso, Vice President, Finance and Chief Financial Officer, reviewed and participated in this evaluation. Based on this evaluation, Messrs. Weldon and Caruso concluded that, as of the date of their evaluation, the Company's disclosure controls and procedures were effective. Internal control. During the period covered by this report, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Part II - OTHER INFORMATION Item 1 - LEGAL PROCEEDINGS The information called for by this item is incorporated herein by reference to Note 11 included in Part I, Item 1. Financial Statements (unaudited) - Notes to Consolidated Financial Statements. Item 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS (c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers. On July 9, 2007, the Company announced that its Board of Directors approved a stock repurchase program, authorizing the Company to buy back up to $10 billion of the Company's common stock. Share repurchases will take place on the open market from time to time based on market conditions. The repurchase program has no time limit and may be suspended for periods or discontinued at any time. Any shares acquired will be available for general corporate purposes. The Company intends to fund the share repurchase program through a combination of available cash and debt. The Company does not expect its triple-A credit rating to be effected by the share repurchase program. In addition, common stock purchases on the open market are made as part of a systematic plan related to the Company's compensation programs. The following table provides information with respect to Common Stock purchases by the Company during the fiscal third quarter of 2007. Fiscal Month Total Total Number Remaining Number of Average of Shares Maximum Shares Price Purchased as Number of Purchased(1) Paid Part of Shares that per Publicly May Be Share Announced Purchased Plans or Under the Programs Plans or Programs (2) July 2, 2007 through July 29, 2007 800,000 $62.31 July 30, 2007 through August 26, 2007 6,643,000 $61.51 6,643,000 August 27, 2007 through September 30, 2007 21,880,400 $63.22 19,655,300 Total 29,323,400 26,298,300 127,143,807 (1) During the fiscal third quarter of 2007, the Company repurchased an aggregate of 26,298,300 shares of Johnson & Johnson Common Stock pursuant to the repurchase program that was publicly announced on July 9, 2007 and an aggregate of 3,025,100 shares in open- market transactions outside of the program. (2) As of September 30, 2007, based on the closing price of the Company's Common Stock on the New York Stock Exchange on September 28, 2007 of $65.70 per share. Item 6 - EXHIBITS Exhibit 10.1 Compensation Arrangements for Non- Employee Directors - Filed with this document. Exhibit 31.1 Certifications under Rule 13a-14(a) of the Securities Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Filed with this document. Exhibit 32.1 Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Furnished with this document. 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 thereunto duly authorized. JOHNSON & JOHNSON (Registrant) Date: November 6, 2007 By /s/ D. J. CARUSO Vice President, Finance; Chief Financial Officer (Principal Financial Officer) Date: November 6, 2007 By /s/ S. J. COSGROVE S. J. COSGROVE Controller (Principal Accounting Officer)