DEYO RUSSELL C

Form 4

August 05, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Director

3235-0287 Number: January 31,

OMB APPROVAL

Expires: 2005 Estimated average

10% Owner

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

JOHNSON & JOHNSON [JNJ]

3. Date of Earliest Transaction

(Month/Day/Year)

Symbol

1(b).

(Last)

(Print or Type Responses)

DEYO RUSSELL C

1. Name and Address of Reporting Person *

(First)

(Middle)

JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA		VE 08/03/20	08/03/2009				Officer (give title Other (specify below) below) VP, General Counsel			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW BRUN	ISWICK, NJ 0893	33				Form filed by Person	More than One R	eporting		
(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common						112,033	D	Johnson & Johnson Stock Fund		
Common (1)						6,285	I	under the 401(k) Savings Plan		
Common (2)						1,703	I	ESOP under the 401(k) Savings		

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			Plan
Common	9,186 <u>(3)</u>	I	By Wife
Common	2,017 (3)	I	By Daughter
Common	2,574 <u>(3)</u>	I	By Son
Common	7,131	I	By GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(4)</u>	08/03/2009		I		21,712	<u>(4)</u>	<u>(4)</u>	Common Stock	21,712	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DEYO RUSSELL C JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

VP, General Counsel

Signatures

Douglas K. Chia, Attorney-in-Fact for Russell C.
Deyo

08/05/2009

**Signature of Reporting Person Date

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held in the Johnson & Johnson Stock Fund under the 401(k) Savings Plan as of Plan's most recent reporting date (06/30/2009).
- (2) Shares held by ESOP under Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (06/30/2009).
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Phantom Stock Units held under the Issuer's Executive Income Deferral Plan are to be settled in cash upon the Reporting Person's Retirement (with each Phantom Stock Unit representing the fair market value of one share of Common Stock on the settlement date).
- Alternatively, the cash value represented by the Phantom Stock Units may be transferred by the Reporting Person into an alternative investment account under the Plan at any time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.