

Foster-Cheek Kaye I  
Form 4  
December 11, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Foster-Cheek Kaye I

2. Issuer Name and Ticker or Trading Symbol  
JOHNSON & JOHNSON [JNJ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
JOHNSON & JOHNSON, ONE  
JOHNSON & JOHNSON PLAZA

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/10/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Human Resources

(Street)  
NEW BRUNSWICK, NJ 08933

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common <u>(1)</u>               | 12/10/2009                           |  | M                              |   | 13,250 A \$ 53  | 17,679   | D  |
| Common Stock                    | 12/10/2009                           |  | M                              |   | 11,500 A \$ 53.93   | 29,179   | D  |
| Common Stock                    | 12/10/2009                           |  | M                              |   | 71,992 A \$ 58.34   | 101,171  | D  |
| Common Stock                    | 12/10/2009                           |  | S                              |   | 96,742 D \$ 64.76 <u>(2)</u>  | 4,583  | D  |
| Common <u>(3)</u>               | 11/30/2009                           |  | J                              | V 8   | A <u>(3)</u>  | 1,147  | I Johnson & Johnson                        |

|                      |    |   |  |
|----------------------|----|---|--|
| Common<br><u>(4)</u> | 33 | I | Stock Fund under the 401(k) Savings Plan<br><br>ESOP under the 401(k) Savings Plan |
|----------------------|----|---|--|

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
| Phantom Stock Units                              | <u>(5)</u>   |                                      |  |                                |   | <u>(6)</u> <u>(6)</u>                                    | Common Stock      0   |
| Employee Stock Options (Right to Buy) <u>(7)</u> | \$ 53  | 12/10/2009                           |  | M                              | 13,250  | 05/24/2006      05/22/2013                               | Common Stock      13,250                                      |
| Employee Stock Option (Right to Buy) <u>(7)</u>  | \$ 53.93   | 12/10/2009                           |  | M                              | 11,500  | 02/10/2007      02/07/2014                               | Common Stock      11,500                                      |
| Employee Stock Option                            | \$ 58.34   | 12/10/2009                           |  | M                              | 71,992  | 02/14/2009      02/12/2016                               | Common Stock      71,992                                      |

(Right to  
Buy) (7)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Foster-Cheek Kaye I<br>JOHNSON & JOHNSON<br>ONE JOHNSON & JOHNSON PLAZA<br>NEW BRUNSWICK, NJ 08933 |               |           | VP, Human Resources |       |

## Signatures

|   |            |
|---|------------|
| Linda King, as Attorney-in-Fact for Kaye I.<br>Foster-Cheek | 12/11/2009 |
| <u>                    </u> Signature of Reporting Person   | Date       |

## 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) Includes 819 shares held under Issuer's Dividend Reinvestment Program.
- (2) This transaction was executed in multiple trades at prices ranging from \$64.68 to \$64.84. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Shares acquired in the Johnson & Johnson Stock Fund under Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (11/30/2009).
- (4) Shares held by ESOP under Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (11/30/2009).
- (5) The Phantom Stock converts into common stock on a one-for-one basis.
- (6) 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.
- (7) Awarded under Issuer's Stock Option Plan and exercisable in full starting three years from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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