

GOGGINS COLLEEN A
 Form 4
 August 27, 2009

FORM 4

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

OMB APPROVAL

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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 *
GOGGINS COLLEEN A

(Last) (First) (Middle)

**JOHNSON & JOHNSON, ONE
 JOHNSON & JOHNSON PLAZA**

(Street)

NEW BRUNSWICK, NJ 08933

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
08/25/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Member, Executive Committee

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

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 Ownership (Instr. 4)
			Code	V	Amount		
Common	08/25/2009		M		1,800	A	Indirect Beneficial Ownership
					\$ 50.08		
					<u>(1)</u>		
Common	08/25/2009		F		1,471	D	Direct
					\$ 61.28		
Common	08/26/2009		M		22,200	A	Indirect Beneficial Ownership
					\$ 50.08		
					<u>(1)</u>		
Common	08/26/2009		S		22,200	D	Indirect Beneficial Ownership
					\$ 60.59		
					<u>(2)</u>		

Common <u>(3)</u>	123	I	Johnson & Johnson Stock Fund under the 401(k) Savings Plan
Common <u>(4)</u>	1,029	I	ESOP under the 401(k) Savings Plan

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

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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)	
						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 Option (Right to Buy) <u>(7)</u>	\$ 50.08 <u>(1)</u>	08/25/2009		M	1,800	12/02/2002	12/01/2009	Common Stock	1,800
Employee Stock Option (Right to Buy) <u>(7)</u>	\$ 50.08 <u>(1)</u>	08/26/2009		M	22,200	12/02/2002	12/01/2009	Common Stock	22,200

