GOGGINS COLLEEN A

Form 4

February 17, 2010

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

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

response...

burden hours per

1(b).

(Print or Type Responses)

	Address of Reporting 1 COLLEEN A	Symbol	er Name and Ticker or Trading SON & JOHNSON [JNJ]	5. Relationship of Reporting Person(s) to Issuer		
<i>(</i> 7)				(Check all applicable)		
(Last)	(First) (N	,	of Earliest Transaction	D: 1 100/ O		
IOHNSON	& IOHNSON O		Day/Year)	Director 10% Owner X Officer (give title Other (specify		
JOHNSON & JOHNSON, ONE 0 JOHNSON & JOHNSON PLAZA			2010	below) below)		
3011110011	a join (bol) i E	// 12 // 1		Member, Executive Committee		
	(Street)	4. If Amo	endment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Mo	onth/Day/Year)	Applicable Line)		
NEW BRUNSWICK, NJ 08933				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned		
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquire	d 5. Amount of 6. Ownership 7. Nature of		
Security	(Month/Day/Year)	,	Transaction(A) or Disposed of (I			
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)	Beneficially (D) or Beneficial Owned Indirect (I) Ownership		
		(Wionar Day Tear)	(msu. o)	Following (Instr. 4) (Instr. 4)		
			(A) or	Reported Transaction(s) (Instr. 3 and 4)		
Common	02/12/2010		Code V Amount (D) Price M 9,525 A \$ 0	109,135 D		
Common	02,12,2010		ν,υ2υ 11 φυ	207,200		

F

3,477 D

Johnson Stock Fund under the

Johnson &

 $\underset{\underline{(1)}}{Common}$

Common

02/12/2010

141 I

D

105,658

under the 401(k) Savings Plan

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	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)
Common (2) Reminder: Report on a separate line for each class of securities	1,029 I	ESOP under the 401(k) Savings Plan

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 out 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)		8. H Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	0	
Restricted Share Units	<u>(5)</u>	02/12/2010		M	9,525	02/12/2010	<u>(6)</u>	Common Stock	9,525	

Reporting Owners

Goggins

Reporting Owner Name / Address	Director	10% Owner	Relationships Officer	Other
GOGGINS COLLEEN A JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933			Member, Executive Committee	
Signatures				
Linda E. King, Attorney-in-Fact for Collee	en A.		02/16/2010	

**Signature of Reporting Person Date

Reporting Owners 2

02/16/2010

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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 Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (1/31/2010).
- (2) Shares held by ESOP under Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (1/31/2010).
- (3) The Phantom Stock converts into common stock on a one-for-one basis.
 - 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.
- (5) Each Restricted Share Unit, awarded under Issuer's Long Term Incentive Plan on February 12, 2007, represents a contingent right to receive one share of Company Common Stock.
- (6) Not applicable.

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.