

VALERIANI NICHOLAS J  
Form 4  
October 02, 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 \*  
VALERIANI NICHOLAS J

(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)  
09/30/2009

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)  
VP, Strategy & Growth / 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 |   |        |            | 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 | (A) or (D) |   |  |                                   | Price  |
| Common                          | 08/19/2008                           |  | G                   | V | 350    | D          | Ⓣ   | 57,703   | D                                 |  |
| Common                          | 08/25/2009                           |  | G                   | V | 350    | D          | Ⓣ   | 57,353   | D                                 |  |
| Common <sup>(2)</sup>           | 09/30/2009                           |  | J                   | V | 76     | A          | Ⓣ   | 8,784  | I                                 | Johnson & Johnson Stock Fund under the 401(k) Savings Plan |
| Common <sup>(3)</sup>           |                                      |  |                     |   |        |            |   | 1,292  | I                                 |  |

|        |            |   |   |     |   |     |           |   |   |
|--------|------------|---|---|-----|---|-----|-----------|---|---|
| Common | 08/19/2009 | G | V | 350 | A | (1) | 4,525 (4) | I | ESOP under the 401(k) Savings Plan<br>As custodian for Son under UTMA |
|--------|------------|---|---|-----|---|-----|-----------|---|---|

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.**

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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) | 8. Price of Derivative Security (Instr. 5) |                            |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |  |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |                            |  |
| Phantom Stock Units                        | (5)  | 09/30/2009                           |  | A                              | 54  | (6) (6)  | Common Stock  | 54   | \$ 0                       |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |                             |
|--|---------------|-----------|-----------------------|-----------------------------|
|  | Director      | 10% Owner | Officer               | Other                       |
| VALERIANI NICHOLAS J<br>JOHNSON & JOHNSON<br>ONE JOHNSON & JOHNSON<br>PLAZA<br>NEW BRUNSWICK, NJ 08933 | X             |           | VP, Strategy & Growth | Member, Executive Committee |

## Signatures

Linda E. King, as Attorney-in-Fact for Nicholas J.  
Valeriani

10/02/2009

\_\_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) Gift

(2) Shares acquired in the Johnson & Johnson Stock Fund under Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (09/30/2009).

(3) Shares held by ESOP under Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (09/30/2009).

(4) 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.

(5) The Phantom Stock converts into common stock on a one-for-one basis.

(6) Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on September 30, 2009 at \$61.15 per share 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.