Edgar Filing: VALERIANI NICHOLAS J - Form 4

VALERIANI Form 4	NICHOLAS J	I										
October 02, 2	2009											
FORM	4		SECUD	TTIE			י א דד י	NCE	COMMISSION	r	PPROVAL	
UNITED STATES SECURI						ND EXC D.C. 205		NGE		OMB Number:	3235-0287	
if no long subject to Section 16 Form 4 or	er STATE 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES								Expires:January 31Estimated averageburden hours perresponse0.4		
Form 5 obligation may conti <i>See</i> Instru 1(b).	^{is} nue. Section 17	7(a) of the 1		ility H	[old	ing Com	ipany	Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)											
VALERIANI NICHOLAS J Sym			Symbol	2. Issuer Name and Ticker or Trading Symbol OHNSON & JOHNSON [JNJ]					5. Relationship of Reporting Person(s) to Issuer			
(Last)								J	(Check all applicable)			
JOHNSON & JOHNSON &	3. Date of Earliest Transaction (Month/Day/Year)09/30/2009						X Director 10% Owner X Officer (give titleX Other (specify below) below) VP, Strategy & Growth / Member, Executive Committee					
				ndment, Date Original th/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table	e I - No	n-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		ransaction Date 2A. Deemed nth/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		(A) or))	Securities Beneficially Owned	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Common	08/19/2008			G	V	350	D	<u>(1)</u>	57,703	D		
Common	08/25/2009			G	V	350	D	<u>(1)</u>	57,353	D		
Common (2)	09/30/2009			J	v	76	A	<u>(2)</u>	8,784	I	Johnson & Johnson Stock Fund under the 401(k) Savings Plan	
Common (3)									1,292	I		

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0	00/10/20	2000		1 250	A (1)	4.525 (4)	Ţ	un 40 Sa Pla As cu	s stodian	
Common	08/19/20	009	G V	7 350	A (1)	4,525 <u>(4)</u>	Ι	un	r Son der ΓΜΑ	
Reminder: R	eport on a sep	arate line for each cla	ss of securities benef	ficially own	ed directly	y or indirectly.				
				inform require	ation co ed to res ys a curr	espond to the ntained in this pond unless t ently valid Ol	s form are the form		1474 9-02)	
			ative Securities Acq puts, calls, warrants				Owned			
		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivati Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ ve es d	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	(5)	09/30/2009		А	54	(6)	(6)	Common Stock	54	\$ 0
Repor	ting O	wners								
						Relationships				
Reporting Owner Name / Address			Director 10% C							
VALERIANI NICHOLAS J JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA		X	V	P, Strate owth	egy &	Other Member, Committ	, Executive ee			

NEW BRUNSWICK, NJ 08933

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.

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

(6) Source in cash upon the Reporting Person's Reference (with each Phantom Stock Onit representing the fail 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.