WILLIAMS RONALD A

Form 4

February 15, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMS RONALD A

(First) (Middle)

JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA

(Street)

2. Issuer Name and Ticker or Trading Symbol

JOHNSON & JOHNSON [JNJ]

3. Date of Earliest Transaction (Month/Day/Year) 02/13/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW BRUNSWICK, NJ 08933

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 3. 4. Securities TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

(D) Code V Amount Common 02/13/2012

Price 3,650 1.543 (1)

(A)

or

D

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	Derivative		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)
			Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units (2)	(3)	02/13/2012	A	694		<u>(4)</u>	<u>(4)</u>	Common Stock	694	\$ 0

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other WILLIAMS RONALD A **JOHNSON & JOHNSON** X ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

Signatures

Linda E. King, as Attorney-in-Fact for Ronald A. Williams

02/15/2012

**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) Annual grant of Restricted Stock issued to Non-Employee Directors under Issuer's Long-Term Incentive Plan.
- (2) Grant of Deferred Share Units issued to Non-Employee Directors under Issuer's Amended and Restated Deferred Fee Plan for Directors.
- (3) 1 for 1

The Deferred Share Units acquired under the Issuer's Amended and Restated Deferred Fee Plan for Directors are to be settled in cash

(4) upon the Reporting Person's Retirement (with each Deferred Share Unit representing the fair market value of one share of Common Stock on the settlement date).

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.

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