#### **COSGROVE STEPHEN J**

Form 4

February 09, 2010

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington, D.C. 20540
	Washington, D.C. 20549

**OMB APPROVAL** 

OMB Number: 3235-0287

Expires: January 31, 2005
Estimated average

burden hours per response... 0.5

100/ 0-----

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

2. Issuer Name and Ticker or Trading

JOHNSON & JOHNSON [JNJ]

3. Date of Earliest Transaction

Symbol

OM 11/D /SZ

1(b).

(Last)

(Print or Type Responses)

COSGROVE STEPHEN J

1. Name and Address of Reporting Person \*

(First)

(Middle)

JOHNSON &	IE 02/08/20	(Month/Day/Year) 02/08/2010					Director 10% Owner _X_ Officer (give title Other (specify below)  Corporate Controller		er (specify	
		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW BRUN		Form filed by More than One Reporting Person					eporting			
(City)	(City) (State) (Zip) 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. Transa Code (Instr.		4. Securi nAcquired Disposed (Instr. 3,	(A) of (D	)	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 Indirect Beneficial Ownership (Instr. 4)
Common	02/08/2010		A		559 (1)	À	\$ 0	71,537	D	Johnson &
Common (2)	01/31/2010		J	V	14	A	(2)	219	I	Johnson Stock Fund under the 401(k) Savings Plan
Common (3)								1,594	I	ESOP under the 401(k)

Savings Plan

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### 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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		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
Employee Stock Options (Right to Buy) (1)	\$ 62.62	02/08/2010		A	28,145	02/09/2013	02/08/2020	Common Stock	28,145
Restricted Share Units	<u>(4)</u>	02/08/2010		A	2,345	02/08/2013	(5)	Common Stock	2,345

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
COSGROVE STEPHEN J							
JOHNSON & JOHNSON			Corporate				
ONE JOHNSON & JOHNSON PLAZA			Controller				
NEW BRUNSWICK, NJ 08933							
Cianaturas							

### Signatures

Linda E. King, Attorney-in-Fact for Stephen J. 02/09/2010 Cosgrove

> \*\*Signature of Reporting Person Date

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### Edgar Filing: COSGROVE STEPHEN J - Form 4

### **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) Awarded under Issuer's Long-Term Incentive Plan.
- (2) Shares acquired in the Johnson & Johnson Stock Fund under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (01/31/2010).
- (3) Shares held by ESOP under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (01/31/2010).
- (4) Each Restricted Share Unit represents a contingent right to receive one share of Company Common Stock.
- (5) The Restricted Share Units vest three years after date of grant.

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.