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GOGGINS COLLEEN A

Form 4

February 17, 2010

rebluary 1	7, 2010											
FOR	M								OMB APF	PROVAL		
INITED STATES SECUDITIES					TIES A	ND E	EXCH	ANGE	OMB Number:	3235-0287		
4		OMMIS				Expires:						
Cl1- 4	L:_		Wash	ington,	D.C. 205	49		2005				
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to Secti Form 4			Oi	F SECU	KIIIES							
Form 5		rsuant to S	Section 160	a) of the	Securiti	es Ex	chang	e Act of 1934,				
obligati may co	ons Section		`				_	ct of 1935 or				
See	ittiliue.	Section 30	(h) of the	Investm	ent Com	pany	Act of	1940				
Instruct	ion											
1(b).												
(Print or Type	e Responses)											
1. Name and	Address of Repo	orting Person	2. Issuer	Name and	l Ticker or	Tradi	ng 5	5. Relationship of	Reporting Per	rson(s) to		
GOGGINS COLLEEN A			Symbol				ssuer					
				JOHNSON & JOHNSON [JNJ]					(Check all applicable)			
(Last)		3. Date of Earliest Transaction (Month/Day/Year)					10%	Owner				
JOHNSON & JOHNSON, ONE			02/12/20	-				Director _X Officer (give				
JOHNSON	N & JOHNSO		titl					tle below) below) Member, Executive Committee				
	(Street)		4. If Amer	ndment, Da	ate Origina	1	ϵ	6. Individual or Jo	int/Group Fili	ng(Check		
	Filed(Mont	th/Day/Yea	r)		Applicable Line)	pplicable Line) K_ Form filed by One Reporting Person						
NEW BRU	JNSWICK, N	J 08933					-	X_ Form filed by C Form filed by M Person				
(City)	(State)	(Zip)	Table I -	Non-Der	ivative Sec	curitie	es Acqui	red, Disposed of	or Beneficia	lly Owned		
1.Title of	2. Transaction I			3. 4. Securities Acquired				5. Amount of	6.	7. Nature		
Security (Instr. 3)	(Month/Day/Ye	ear) Executi any	ion Date, if	Transaction(A) or Disposed o Code (Instr. 3, 4 and 5) (Instr. 8)				Securities Beneficially	Ownership Form: Direct (D)	of Indirect Beneficial Ownership		
(IIIsu. 3)		•	/Day/Year)				. 5)	Owned				
								Following Reported	or Indirect	t (Instr. 4)		
						(A)		Transaction(s)	(I) (Instr. 4)			
				Code V	Amount	or (D)	Price	(Instr 3 and 4)				
Common	02/12/2010			M	9,525	A	\$0	109,135	D			
C	02/12/2010			T.	2 477	D	\$	105 650	D			
Common	02/12/2010			F	3,477	D	62.56	105,658	D			
										Johnson		
										&		
										Johnson Stock		
Common								141	I	Fund		
<u>(1)</u>									-	under the		
										401(k)		
										Savings		
										Plan		
								1,029	I			

Common (2)

ESOP under the 401(k) Savings Plan

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

Persons who respond to the collection of (9-02) 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. Transacti Code (Instr. 8)	5. Number on f 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
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	9,52

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner 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 Colleen A.

Goggins 02/16/2010

**Signature of Reporting Person Date

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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).
- 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).
- 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.
- 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.