## Edgar Filing: COSGROVE STEPHEN J - Form 4

COSGROVE Form 4 January 12, 2													
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB Number:	3235-0287			
Check this box if no longer subject to Section 16.				Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average ırs per		
Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed pu	7(a) of the		ility H	oldi	ng Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	response	•		
(Print or Type R	esponses)												
COSGROVE STEPHEN J Sys			Symbol			Ficker or T		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	JOHNSON & JOHNSON [JNJ] 3. Date of Earliest Transaction (Cho						(Chec	eck all applicable)			
JOHNSON & JOHNSON, ONE 01/10/20 JOHNSON & JOHNSON PLAZA				/Day/Year) /2011					Director 10% Owner X Officer (give title Other (specify below) below) Corporate Controller				
(Street) 4. If Amen Filed(Mont						e Original			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
	ISWICK, NJ 0								Person	Note than one R	epotting		
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative S	ecuri	ties Acc	uired, Disposed of	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ion Date 2A. Deemed y/Year) Execution Date, if any (Month/Day/Year)			8)	4. Securit nAcquired Disposed (Instr. 3,	(A) of (D 4 and (A) or	)) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	5. Ownership 7. Nature of Form: Direct Indirect D) or Beneficial indirect (I) Ownership Instr. 4) (Instr. 4)			
Common	01/10/2011			Code A	V	Amount 612	(D) A	Price (1)		D			
Common (2)	12/31/2010			J	v	16	A	(2)	283	I	Johnson & Johnson Stock Fund under the 401(k) Savings Plan		
Common (3)									1,594	I	ESOP under the 401(k)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.													
					who respond ion contained to respond u a currently va	are not n	SEC 1474 (9-02)						
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)	Code	5. Number of onDerivative 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)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (Right to Buy) (4)	\$ 62.2	01/10/2011		A	31,736	01/11/2014	01/10/2021	Common Stock	31,736				
Restricted Share Units (4)	<u>(5)</u>	01/10/2011		А	2,645	01/10/2014	(6)	Common Stock	2,645				
Report	Reporting Owners												
Reporting Owner Name / Address				Rel	ationships								
Reporting Owner Name / Address		Director	10% Owner	Officer	Other								
COSGROVE STEPHEN J JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933				Corpora Controlle									
Signat													
Linda E. King, Attorney-in-Fact for Stephen J. Cosgrove					12/2011								
**Signature of Reporting Person					Date								

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Savings Plan

## **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 Executive 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 (12/31/2010).
- (3) Shares held by ESOP under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (12/31/2010).
- (4) Awarded under Issuer's Long-Term Incentive Plan.
- (5) Each Restricted Share Unit represents a contingent right to receive one share of Company Common Stock.
- (6) 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.