

JOHNSON & JOHNSON
Form 4
February 12, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Caruso Dominic J

(Last) (First) (Middle)

JOHNSON & JOHNSON, ONE
JOHNSON & JOHNSON PLAZA

(Street)

NEW BRUNSWICK, NJ 08933

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
JOHNSON & JOHNSON [JNJ]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Finance; CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Stock				(A) or (D) Price	61,600	D	
Common Stock ⁽¹⁾				(A) or (D) Price	68	I	Johnson & Johnson Stock Fund in the 401(k) plan
Common Stock ⁽²⁾				(A) or (D) Price	225	I	ESOP in the 401(k) plan

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

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(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)	4. Transaction Code (Instr. 8)	5. Number of 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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Deferred Share Units <u>(3)</u>	<u>(3)</u>					<u>(3)</u> <u>(3)</u>	Common Stock
Employee Stock Options (Right to Buy) <u>(4)</u>	\$ 90.44	02/10/2014		A	158,277	02/11/2017 02/09/2024	Common Stock 158,277
Restricted Share Units <u>(5)</u>	<u>(5)</u>	02/10/2014		A	10,779	02/10/2017 <u>(5)</u>	Common Stock 10,779
Performance Share Units <u>(6)</u>	<u>(6)</u>	02/10/2014		A	26,947	<u>(6)</u> <u>(6)</u>	Common Stock 26,947

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Caruso Dominic J
JOHNSON & JOHNSON
ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933

VP, Finance; CFO

Signatures

Linda E. King, as Attorney-in-Fact for Dominic J. Caruso

02/12/2014

**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) Shares held in the Johnson & Johnson Stock Fund under the Johnson & Johnson Savings Plan as of the Plan's most recent reporting date (1/31/2014).

(2) Shares held by ESOP under the Johnson & Johnson Savings Plan as of Plan's most recent reporting date (1/31/2014).

The Deferred Share Units held under the Issuer's Amended and Restated Deferred Fee Plan for Directors are to be settled in cash upon the
(3) Reporting Person's Retirement (with each Deferred Share Unit representing the fair market value of one share of Common Stock on the settlement date).

(4) Awarded under Issuer's Long-Term Incentive Plan.

(5) Awarded under Issuer's Long-Term Incentive Plan. Each Restricted Share Unit represents a contingent right to receive one share of Common Stock and vests three years after date of grant.

(6) Awarded under Issuer's Long-Term Incentive Plan. Performance Share Units convert into shares of Common Stock upon distribution in the first quarter of 2017 based on a performance factor.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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