

JOHNSON & JOHNSON  
Form 4  
February 24, 2009

**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 \*  
**WELDON WILLIAM C**  
  
(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)  
**02/23/2009**  
  
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)  
Chairman/CEO  
  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
|                                 |                                      |  |                                |   |   |  | \$                                |
| Common                          | 02/23/2009                           |  | M                              |   | 1,800   | A  | 50.08<br><u>(1)</u>               |
| Common<br><u>(2)</u>            |                                      |  |                                |   | 0   | I  |                                   |
|                                 |                                      |  |                                |   | 0   | I  |                                   |

Johnson & Johnson Stock Fund under the 401(k) Savings Plan

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|                      |  |                   |   |  |  |  |
|----------------------|--|-------------------|---|--|--|--|
| Common<br><u>(3)</u> |  |                   |   |  |  | ESOP<br>under the<br>401(k)<br>Savings<br>Plan |
| Common               |  | 28,847 <u>(4)</u> | I |  |  | By Wife  |
| Common               |  | 156,931           | I |  |  | By GRAT  |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Phantom Stock Units <u>(5)</u>                  | <u>(6)</u>   |                                      |  |                                |   | <u>(5)</u>   | <u>(5)</u>  | Common Stock               | 0                          |
| Employee Stock Option (Right to Buy) <u>(7)</u> | \$ 50.08 <u>(1)</u>                                    | 02/23/2009                           |  | M                              | 1,800   | 12/03/2002   | 12/01/2009  | Common Stock               | 1,800                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |              |       |
|---|---------------|-----------|--------------|-------|
|   | Director      | 10% Owner | Officer      | Other |
| WELDON WILLIAM C<br>JOHNSON & JOHNSON<br>ONE JOHNSON & JOHNSON PLAZA<br>NEW BRUNSWICK, NJ 08933 | X             |           | Chairman/CEO |       |

## Signatures

Linda E. King, Attorney-in-Fact for William C.  
Weldon

02/24/2009

\_\_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) Adjusted to reflect two-for-one stock split in 2001.
- (2) Shares held in the Johnson & Johnson Stock Fund under Johnson & Johnson's 401(k) Savings Plan as of (02/04/2009).
- (3) Shares held by ESOP under Johnson & Johnson's 401(k) Savings Plan as of (02/04/2009).
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) The Phantom Stock Units held under the Issuer's Executive Income Deferral Plan are to be settled in cash upon the Reporting Person's Retirement.
- (6) The Phantom Stock converts into common stock on a one-for-one basis.
- (7) Awarded under Issuer's Stock Option Plan and exercisable in full starting one day after third anniversary of the grant.

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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