COSGROVE STEPHEN J

Form 4

February 17, 2010

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005 d average

0.5

Estimated average burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** COSGROVE STEPHEN J	2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	(Check all applicable) Director 10% Owner X Officer (give title Other (specify			
JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA	02/12/2010	below) below) Corporate Controller			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting			
NEW BRUNSWICK, NJ 08933 (City) (State) (Zip)		Person			
(21.17)	Table 1 - Non-Derivative Securities A	Acquired, Disposed of, or Beneficially Owned			
(Instr. 3) any	emed 3. 4. Securities Acquire on Date, if Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) /Day/Year) (Instr. 8) (A) or Code V Amount (D) Prior	D) Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common 02/12/2010	M 1,905 A \$0	73,442 D			

Common 02/12/2010 F 746 D \$ 72,696 D

Johnson Stock Fund under the

Johnson &

under the 401(k) Savings Plan

 $\underset{\underline{(1)}}{Common}$

219

Ι

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Common (2)						1,594	I	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 SEC 1474										
				information contained in this form are not required to respond unless the form displays a currently valid OMB control number.				(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or	6. Date Exerci Expiration Da (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. I Der Sec (Ins	

	and 3)					
Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Disposed of (D) (Instr. 3, 4,

Restricted

Common (4) 1,905 Share <u>(3)</u> 02/12/2010 M 1,905 02/12/2010 Stock Units

Reporting Owners

Security

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

Signatures

Linda E. King, Attorney-in-Fact for Stephen J. 02/16/2010 Cosgrove

> **Signature of Reporting Person Date

2 Reporting Owners

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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).
- (1) Shares held 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).
- (2) Shares held by ESOP under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (01/31/2010).
- (3) 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.
- (4) 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.