## Edgar Filing: GOGGINS COLLEEN A - Form 4

GOGGINS G Form 4 February 17,	, 2010										
FORM	4	~				~~~ .			OMB AF	PPROVAL	
	• • UNITED	STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check this box if no longer					Expires:	January 31, 2005					
subject to Section 1 Form 4 o	6. br	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns tinue. Section 17	(a) of the	Public Ut		ling Con	npan	y Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> GOGGINS COLLEEN A			2. Issuer Name <b>and</b> Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)				[JIN.	ני	(Checl	k all applicable	2)	
JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>02/12/2010</li></ul>					Director 10% Owner X Officer (give title 0ther (specify below) below) Member, Executive Committee			
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Executio any	med	3. Transactio Code (Instr. 8)	4. Securi	ties A ispose 4 and (A) or	cquired d of (D)	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	
Common	02/12/2010			M	9,525	A (D)	\$ 0	109,135	D		
Common	02/12/2010			F	3,477	D	\$ 62.56	105,658	D		
Common (1)								141	I	Johnson & Johnson Stock Fund under the 401(k) Savings Plan	

## Edgar Filing: GOGGINS COLLEEN A - Form 4

Common (2)					:	1,029	Ι	ESOP under t 401(k) Saving: Plan				
Reminder: Rej	port on a separ	rate line for each class	s of securities benefic	Persons informat required	who respon tion containe to respond a currently v	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 3A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Transactie Code (Instr. 8)	Securities	6. Date Exerci Expiration Da (Month/Day/Y	te	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			
Phantom Stock Units	<u>(3)</u>					(4)	(4)	Common Stock	0			
Restricted Share Units	<u>(5)</u>	02/12/2010		М	9,525	02/12/2010	(6)	Common Stock	9,525			
Reporting Owners												
Donor	ting Owner N	Jama / Address			Relationship	s						
Reporting Owner Name / Address			Director 10% (	Owner O	fficer		Ot	her				
GOGGINS COLLEEN A JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933				Member, Executive Committee								
Signat	ures											
Linda E. King, Attorney-in-Fact for Colleen A. Goggins					02/16/2010							
<u>**</u> Signature of Reporting Person				Date								

8. l De

Sec (In

## **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 Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (1/31/2010).
- (2) 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).

- (4) 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.
- (5) 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.