

Caruso Dominic J
 Form 4
 July 02, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 JOHNSON & JOHNSON, ONE
 JOHNSON & JOHNSON PLAZA
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/30/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

NEW BRUNSWICK, NJ 08933
 (City) (State) (Zip)

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

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)
Common Stock				(A) or (D) Price	15,369	D	
Common Stock ⁽¹⁾	06/30/2009		J	V 3 A <u>11</u>	27	I	Johnson & Johnson Stock Fund in the 401(k) Savings Plan
Common Stock ⁽²⁾					225	I	ESOP in the 401(k) Savings

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- (2) Shares held by ESOP under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (06/30/2009).
- (3) The Phantom Stock converts into common stock on a one-for-one basis.
- (4) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on June 30, 2009 at \$56.52 per share are to be settled in cash upon the Reporting Person's Retirement.

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.