Edgar Filing: GOGGINS COLLEEN A - Form 4

GOGGINS CO Form 4	JLLEEN A										
January 04, 20									PPROVAL		
FORM	4 UNITED S	TATES SECUI Wa	RITIES A shington,			GE (COMMISSION		3235-0287		
Check this				Expires:	January 31, 2005						
if no longe subject to Section 16. Form 4 or	SIAIEMI.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligations may contin <i>See</i> Instruc 1(b).	Section 17(a)	uant to Section 1) of the Public U 30(h) of the Ir	tility Hold	ling Com	pany 4	Act o	of 1935 or Section	on			
(Print or Type Re	esponses)										
GOGGINS COLLEEN A Symbol				Ticker or T			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		JOHNSON & JOHNSON [JNJ] 3. Date of Earliest Transaction (Chec					ck all applicabl	k all applicable)		
JOHNSON &	z JOHNSON, ON z JOHNSON PLA	(Month/I IE 12/31/2	Day/Year)	ansaction			Director X Officer (giv below) Member,		6 Owner er (specify mittee		
	endment, Date Original nth/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 						
NEW BRUN	SWICK, NJ 0893	33					Person	More than One K	epotting		
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	ecuriti	es Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, if any (Month/Day/Year)			ties (A) or of (D) 4 and 5 (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common							106,627	D			
Common (1)							182	Ι	Johnson & Johnson Stock Fund under the 401(k) Savings		
									Plan		
Common (2)							1,029	Ι	ESOP under the 401(k) Savings		

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Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactio Code (Instr. 8)	ctionof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price o Derivativ Security (Instr. 5)
			Code V		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units ⁽⁴⁾	<u>(3)</u>	12/31/2010	А	152		(4)	(4)	Common Stock	152	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	rector	10% Owner	Officer	Other			
GOGGINS COLLEEN A JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933			Member, Executive Committee				
Signatures							
Linda E. King, Attorney-in-Fact for Colleen A. Goggins		01/04/2011					
**Signature of Reporting Person			Date				
Explanation of Response	s:						
* If the form is filed by more than one reporting person, <i>see</i> 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 (12/31/2010).

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- (2) Shares held by ESOP under Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (12/31/2010).
- (3) The Phantom Stock converts into common stock on a one-for-one basis.

Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on December 31, 2010 at \$62.05 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

 (4) Cash upon the Reporting Person's Remember (with each Phantom Stock Onit representing the fair market value of one share of Common Stock on the settlement date). 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.

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.