JOHNSON & JOHNSON

Form 4

February 17, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

Stock

1. Name and Address of Reporting Person * PRINCE CHARLES			2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) (& JOHNSON, C & JOHNSON PI	NE (3. Date of (Month/Da)	•	ansaction			(Check all applicable) _X_ Director				
	(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 Person						
NEW BRUNSWICK, NJ 08933									Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	d (A) o d of (E))	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/15/2011			A	1,650	A	(<u>1</u>)	19,102	D			
Common								800 (2)	I	By Wife		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	ion Date 3A. Deemed 4. y/Year) Execution Date, if Trans any Code		5. orNumber of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security
(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e s	,		,	(Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (3)	<u>(4)</u>				(3)	(3)	Common Stock	0	

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other PRINCE CHARLES JOHNSON & JOHNSON X ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

Signatures

Linda King, as Attorney-in-Fact for Charles 02/17/2011 Prince

> **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) Annual grant of Restricted Stock issued to Non-Employee Directors under Issuer's Long-Term Incentive Plan.
- 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.
- The Phantom Stock Units held under the Issuer's Non-Employee Director Deferred Fee 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). 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.
- (**4**) 1 for 1

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.

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