SATCHER DAVID Form 4 March 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number: 3235-0287

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

Common

Stock

(Print or Type Responses)

SATCHER DAVID				C	Issuer (Check all applicable)			
) (Middle)			nsaction		`	**	,	
	(Month/Day/Year) 03/15/2011						We Owner or (specify	
t)	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			
K, NJ 08933					Form filed by Person	More than One Ro	eporting	
) (Zip)	Table	I - Non-De	erivative Se	ecurities Acc	quired, Disposed o	of, or Beneficia	lly Owned	
Day/Year) Execu	tion Date, if	Code (Instr. 8)	onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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)	
	(Middle) ISON, ONE ISON PLAZA (t) K, NJ 08933 (Zip) Faction Date 2A. D (Day/Year) Executany	Symbol JOHNSC) (Middle) 3. Date of I (Month/Da ISON, ONE ISON PLAZA t) 4. If Amen Filed(Month X, NJ 08933 (Zip) Table saction Date 2A. Deemed (Day/Year) Execution Date, if	Symbol JOHNSON & JOH (Middle) 3. Date of Earliest Tra (Month/Day/Year) ISON, ONE JOHNSON & JOH (Month/Day/Year) (Month/Day/Year) 4. If Amendment, Dat Filed(Month/Day/Year) (X, NJ 08933 (Zip) Table I - Non-De (action Date 2A. Deemed 3. (Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)	Symbol JOHNSON & JOHNSON [) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ISON, ONE 03/15/2011 ISON PLAZA (t) 4. If Amendment, Date Original Filed(Month/Day/Year) X, NJ 08933 (Zip) Table I - Non-Derivative Servation Date 2A. Deemed 3. 4. Securitive Servation Date 2A. Deemed Code Disposed	Symbol JOHNSON & JOHNSON [JNJ] (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ISON, ONE 03/15/2011 ISON PLAZA (t) 4. If Amendment, Date Original Filed(Month/Day/Year) K, NJ 08933 (Zip) Table I - Non-Derivative Securities Accordate (A) or any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or	Symbol JOHNSON & JOHNSON [JNJ] (Che) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) ISON, ONE O3/15/2011 (Che X_ Director Officer (given below) Applicable Line) X_ Form filed by Exception Exception (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Day/Year) Execution Date 2A. Deemed 3. 4. Securities Execution Date, if TransactionAcquired (A) or any Code Disposed of (D) (Month/Day/Year) (A) Or (Instr. 3 and 4) (Che Issuer Issues Issuer Issue Issuer Issuer Issuer Issues Issuer Issuer Issuer Issuer Issuer Issuer Issuer Issuer Issuer Issues Issues Issuer Issues Issu	Symbol JOHNSON & JOHNSON [JNJ] (Check all applicable (Month/Day/Year) JOHNSON & JOHNSON [JNJ] (Check all applicable (Check all applicable (Month/Day/Year)) JOHNSON & JOHNSON [JNJ] (Check all applicable (Check all applicable (Month/Day/Year)) JOHNSON & JOHNSON [JNJ] (Check all applicable (Check all applicable (Month/Day/Year)) JOHNSON & JOHNSON [JNJ] (Check all applicable (AD 1944) Applicable Line) JAPPLICA (A. Individual or Joint/Group Filing (A. Ind	

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

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(9-02)

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11,987

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	(2)	03/15/2011	J	58	<u>(1)</u>	<u>(1)</u>	Common Stock	58	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SATCHER DAVID
JOHNSON & JOHNSON
ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933

Signatures

Linda E. King, Attorney-in-Fact for David Satcher

03/16/2011

**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).
- The Phantom Stock Units acquired under the Issuer's Non-Employee Director Deferred Fee Plan on March 15, 2011 at \$59.20 per share 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.
- (**2**) 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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