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JOHNSON & JOHNSON  
Form SC 13G  
February 17, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. )1

NITROMED, INC.

-----  
(Name of Issuer)

Common Stock, \$.01 par value

-----  
(Title of Class of Securities)

654798 50 3

-----  
(CUSIP Number)

November 5, 2003

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule  
is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

-----  
1 The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter disclosures provided in a prior cover page. The information required on  
the remainder of this cover page shall not be deemed to be "filed" for the  
purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise  
subject to the liabilities of that section of the Act but shall be subject to  
all other provisions of the Act.

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Johnson & Johnson  
22-1024240  
-----

2. CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

5. SOLE VOTING POWER

-0-  
-----

6. SHARED VOTING POWER

1,342,207 shares of Common Stock  
-----

7. SOLE DISPOSITIVE POWER

-0-  
-----

8. SHARED DISPOSITIVE POWER

1,342,207 shares of Common Stock  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,342,207 shares of Common Stock  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.25%  
-----

12. TYPE OF REPORTING PERSON

CO  
-----

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Johnson & Johnson Development Corporation  
22-2007137

-----  
2. CHECK THE APPROPRIATE BOX IF (a) [ ]  
A MEMBER OF A GROUP (b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER

-0-

6. SHARED VOTING POWER

1,342,207 shares of Common Stock

-----  
7. SOLE DISPOSITIVE POWER

-0-

-----  
8. SHARED DISPOSITIVE POWER

1,342,207 shares of Common Stock

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,342,207 shares of Common Stock

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.25%

-----  
12. TYPE OF REPORTING PERSON

CO  
-----

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Schedule 13G  
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ITEM 1(a) - NAME OF ISSUER:

NitroMed, Inc.

ITEM 1(b) - ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

12 Oak Park Drive

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Bedford, MA 01730

ITEM 2(a) - NAME OF PERSON FILING:

This statement is being filed by Johnson & Johnson, a New Jersey corporation ("J&J"), and Johnson & Johnson Development Corporation, a New Jersey corporation ("JJDC"). JJDC is a wholly-owned subsidiary of J&J. The securities reported herein as being held by J&J and JJDC are directly beneficially owned by JJDC. J&J may be deemed to indirectly beneficially own the securities that are directly beneficially owned by JJDC.

ITEM 2(b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:

One Johnson & Johnson Plaza  
New Brunswick, NJ 08933

ITEM 2(c) - CITIZENSHIP:

J&J: New Jersey  
JJDC: New Jersey

ITEM 2(d) - TITLE OF CLASS OF SECURITIES:

Common Stock, \$.01 par value per share ("Common Stock")

ITEM 2(e) - CUSIP NUMBER:

654798 50 3

ITEM 3 - STATEMENTS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C):

Not applicable.

ITEM 4 - OWNERSHIP:

(a) Amount Beneficially Owned:

J&J: 1,342,207 shares of Common Stock  
JJDC: 1,342,207 shares of Common Stock

(b) Percent of Class:

J&J: 5.25%  
JJDC: 5.25%

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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote:

J&J: 1,342,207 shares of Common Stock  
JJDC: 1,342,207 shares of Common Stock

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(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of:

J&J: 1,342,207 shares of Common Stock  
JJDC: 1,342,207 shares of Common Stock

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

Not applicable.

ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10 - CERTIFICATION:

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief I certify that the information set forth in this statement is true, complete and correct.

JOHNSON & JOHNSON

By /s/ MICHAEL H. ULLMANN

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Name: Michael H. Ullmann  
Title: Secretary

Dated: February 11, 2004

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By /s/ ERIC B. JUNG

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Name: Eric B. Jung

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Title: Secretary

Dated: February 11, 2004