JOHNSON & JOHNSON

Reported by

CARUSO DOMINIC J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/17/09 for the Period Ending 02/12/09

Address	ONE JOHNSON & JOHNSON PLZ NEW BRUNSWICK, NJ 08933
Telephone	732-524-2455
CIK	0000200406
Symbol	JNJ
SIC Code	2834 - Pharmaceutical Preparations
Industry	Major Drugs
Sector	Healthcare
Fiscal Year	02/09

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Caruso Dominic J (Last) (First) (Middle)	**JOHNSON & JOHNSON [JNJ]**	_____ Director _____ 10% Owner
JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **2/12/2009**	__ **X** __ Officer (give title below) _____ Other (specify below) **Chief Financial Officer**
NEW BRUNSWICK, NJ 08933 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**2/13/2009**		**M**		**5142**	**A**	**$0**	**14816**	**D**	
Common Stock	**2/13/2009**		**F**		**1547**	**D**	**$57.31**	**13269**	**D**	
Common Stock (1)								**225**	**I**	**Johnson & Johnson Stock Fund in the 401(k) Savings Plan**
Common Stock (2)								**22**	**I**	**ESOP in the 401(k) Savings Plan**

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units (3)	(4)	**2/12/2009**		**A**		**2369**		(3)	(3)	**Common Stock**	**2369**	**$0**	**4165**	**D**	
Restricted Share Units	(5)	**2/13/2009**		**M**			**5142**	**2/13/2009**	(6)	**Common**	**5142**	**$0**	**0**	**D**	

Explanation of Responses:

(1) Shares held in the Johnson & Johnson Stock Fund under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting

date (01/30/2009).

(2) Shares held by ESOP under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (01/30/2009).

(3) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on February 12, 2009 at $56.97 per share are to be settled in cash upon the Reporting Person's Retirement.

(4) The Phantom Stock converts into common stock on a one-for-one basis.

(5) Each Restricted Share Unit, awarded under Issuer's Long-Term Incentive Plan on February 13, 2006, represents a contingent right to receive one share of Company Common Stock.

(6) Not applicable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caruso Dominic J **JOHNSON & JOHNSON** **ONE JOHNSON & JOHNSON PLAZA** **NEW BRUNSWICK, NJ 08933**			**Chief Financial Officer**	

Signatures

Linda E. King, as Attorney-in-Fact for Dominic J. Caruso — **2/17/2009**

** Signature of Reporting Person — Date

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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