JOHNSON & JOHNSON

Reported by

CULLEN JAMES

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/08/08 for the Period Ending 12/04/08

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	01/14

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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)
CULLEN JAMES (Last) (First) (Middle)	**JOHNSON & JOHNSON [JNJ]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **12/4/2008**	
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	**12/4/2008**		**M**		**3000**	**A**	**$41.47** (1)	**45230** (2)	**D**	
Common	**12/4/2008**		**S**		**3000**	**D**	**$56.99**	**42230**	**D**	
Common								**30000** (3)	**I**	**By Family LP and Family Foundation**

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 (4)	(5)							(4)	(4)	**Common**	**0**		**27902**	**D**	
Non-Employee Director Stock Options (Right to Buy) (6)	**$41.47** (1)	**12/4/2008**		**M**			**3000**	**1/5/2000**	**1/2/2009**	**Common**	**3000**	(6)	**0**	**D**	

Explanation of Responses:

(1) Adjusted to reflect two-for-one stock split in 2001.

(2) Includes 263 shares held under Issuer's Dividend Reinvestment Plan.

(3) 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 any other purpose.

(4) 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.

(5) 1 for 1

(6) Awarded under the Stock Option Plan for Non-Employee Directors and exercisable in full one year from date of grant.

Reporting Owners

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

Signatures

Linda E. King, Attorney in Fact for J. G. Cullen — **12/5/2008**

** 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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