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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

PROTEIN POLYMER TECHNOLOGIES, INC.

(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

743697 10 4
(CUSIP Number)

Michael Ullmann, Esq.
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, NJ 08933
(908) 524-2464

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

January 6, 1997
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box.
[ ]

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson 22-1024240

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 920,480
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 920,480

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

920,480

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.10%

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14 TYPE OF REPORTING PERSON*

CO

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SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson Development Corporation 22-2007137

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7 SOLE VOTING POWER	-0-
8 SHARED VOTING POWER	920,480
9 SOLE DISPOSITIVE POWER	-0-
10 SHARED DISPOSITIVE POWER	920,480

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

920,480

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.10%

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14 TYPE OF REPORTING PERSON*

CO

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Items 3, 4, 5 and 6 of the Schedule 13D filed pursuant to Rule 13d-1 of the Rules and Regulations under the Securities Exchange Act of 1934, as amended, by Johnson & Johnson, a New Jersey corporation ("J&J"), and Johnson & Johnson Development Corporation, a New Jersey corporation ("JJDC"), relating to the shares of the Common Stock, par value $0.01 per share (the "Common Stock"), of Protein Polymer Technologies, Inc., a Delaware corporation (the "Company"), are hereby amended by adding to such items the information set forth below:

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On January 6, 1997, in a private placement, JJDC purchased from the Company 400,000 shares of Common Stock, at $2.50 per share, for an aggregate purchase price of $1,000,000, which was paid in cash. No funds were borrowed to finance this purchase.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended and restated as follows:

On July 1, 1994, the Company entered into a Securities Purchase Agreement with JJDC, pursuant to which JJDC purchased 11,000 shares of the Company's Series C Preferred Stock, and a warrant to purchase up to 220,000 shares of Common Stock (the "1994 Warrant"), for an aggregate consideration of $1,100,000. In September 1995, the Company entered into a license and development agreement and a supply agreement with Ethicon, Inc., an affiliate of J&J and JJDC, which has since been modified by the parties. In conjunction with those agreements, the Company also entered into a Securities Purchase Agreement with JJDC, pursuant to which JJDC purchased 27,317 shares of the Company's Series D 10% Cumulative Convertible Preferred Stock, and a warrant to purchase up to 300,480 shares of Common Stock (the "1995 Warrant"), in exchange for consideration of $2,731,700, which was comprised of $1,250,000 as a cash payment, the exchange of all Series C Preferred Stock of the Company held by JJDC at such time, the repayment of a loan from JJDC to the Company, as well as payments of dividends and interests due. On March 19, 1996, JJDC exercised the 1994 Warrant and acquired 220,000 shares of Common Stock of the Company. On August 26, 1996, JJDC exercised the 1995 Warrant and purchased 300,480 shares of Common Stock of the Company. The aforementioned agreements with Ethicon, Inc. have been extended through December 1997. In conjunction with the extension of these agreements, JJDC agreed to purchase 400,000 additional shares of Common Stock in the Company's recent private placement, as reported in this statement.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 (a) and (b) are hereby amended and restated as follows:

(a) As of January 6, 1997, J&J and JJDC each had beneficial ownership of an aggregate of 920,480 shares of Common Stock. Based upon the shares of Common Stock outstanding as of October 28, 1996, as reported in the Company's Report on Form 10-QSB for the quarter ended September 30, 1996, and the shares of Common Stock offered pursuant to the Company's private placement of 1,904,000 shares on January 6, 1997, 920,480 shares constitute approximately 10.10% of the outstanding shares of Common Stock. In addition, as of January 6, 1997, J&J and JJDC each had beneficial ownership of an aggregate of 27,317 shares of the Company's Series D 10% Cumulative Convertible Preferred Stock, which is non-voting and generally not convertible until September 14, 1997.

(b) J&J and JJDC each have shared power to vote and shared power to dispose of all shares described in paragraph (a) above.

ITEM 6. CONTRACTS, ARRANGEMENTS, ETC.

The 400,000 shares of Common Stock purchased by JJDC on January 6, 1997 were purchased pursuant to a Securities Purchase Agreement dated as of January 6, 1997 among the Company, JJDC and other investors.

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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

Dated: January 10, 1997

By /s/ Peter S. Galloway

Name: Peter S. Galloway
Title: Secretary

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

Dated: January 10, 1997

By /s/ Peter S. Galloway

Name: Peter S. Galloway
Title: Secretary

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End of Filing

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