SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 4
to
SCHEDULE 14D-1
Tender Offer Statement
Pursuant to Section 14(d)(1) of the Securities Exchange Act of 1934

and

AMENDMENT NO. 5
to
SCHEDULE 13D
Under the Securities Exchange Act of 1934

DEPUY, INC.

(Name of Subject Company)

LIB ACQUISITION CORP.
JOHNSON & JOHNSON
(Bidders)

Common Stock, Par Value $.01 Per Share
(Title of Class of Securities)

249726 10 0
(CUSIP Number of Class of Securities)

James R. Hilton, Esq.
LIB Acquisition Corp.
c/o Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, New Jersey 08933
(732) 524-2450
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Bidders)

Copies to:

Robert A. Kindler, Esq.
Cravath, Swaine & Moore
Worldwide Plaza 825 Eighth Avenue New York, New York 10019 (212) 474-1000

September 15, 1998
(Date of Event Which Requires Filing Statement on Schedule 13D)

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This statement amends and supplements the combined Tender Offer Statement on Schedule 14D-1, as amended by Amendment Nos. 1 through 3 thereto, and Statement on Schedule 13D, as amended by Amendment Nos. 1 through 4 thereto, originally filed with the Securities and Exchange Commission on July 27, 1998 (collectively and as amended, the "Schedule 14D-1 & Schedule 13D"), by Johnson & Johnson, a New Jersey corporation ("Parent"), and LIB Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent (the "Purchaser"), in connection with the offer to purchase all the outstanding shares of Common Stock, par value $.01 per share (the "Shares"), of DePuy, Inc., a Delaware corporation (the "Company"), at $35 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 27, 1998 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). Capitalized terms used and not defined herein shall have the meanings assigned to such terms in the Offer to Purchase and the Schedule 14D-1 & Schedule 13D.

Item 10. Additional Information.

Items 10(b) and 10(c) of the Schedule 14D-1 & Schedule 13D are hereby amended and supplemented by adding the following language thereto:

On September 15, 1998, Parent issued a press release, a copy of which is attached hereto as Exhibit (a)(11) and is incorporated herein by reference.

Item 11. Material to be Filed as Exhibits.

Item 11 is hereby amended and supplemented by adding the
following:

(a)(11) Text of Press Release dated September 15, 1998, issued by Parent.

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SIGNATURE

After due 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.

Dated: September 16, 1998

LIB ACQUISITION CORP.

By: /s/ Peter S. Galloway

Name: Peter S. Galloway
Title: Vice President

JOHNSON & JOHNSON

By: /s/ Peter S. Galloway

Name: Peter S. Galloway
Title: Secretary

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EXHIBIT INDEX

Exhibit
Number Exhibit Name Page No.

*(a)(1) Offer to Purchase.
*(a)(2) Letter of Transmittal.
*(a)(3) Notice Of Guaranteed Delivery. *(a)(4) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. *(a)(5) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
*(a)(6) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
*(a)(7) Form of Summary Advertisement dated July 27, 1998.
*(a)(8) Text of Joint Press Release dated July 21, 1998, issued by the Company, Parent and Roche Holding Ltd.
*(a)(9) Text of Press Release dated August 4, 1998, issued by Parent.
*(a)(10) Text of Press Release dated August 20, 1998, issued by Parent.
(a)(11) Text of Press Release dated September 15, 1998, issued by Parent.
(b) None. *(c)(1) Agreement and Plan of Merger dated as of July 21, 1998, among Parent, the Purchaser and the Company.

*(c)(2) Stockholder Agreement dated as of July 21, 1998, among Parent, the Purchaser and certain stockholders of the Company.
(d) None.

(e) Not applicable.
(f) None.
*Previously filed.

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EXHIBIT (a)(11)

Johnson & Johnson
NEW BRUNSWICK, NJ 08933

Contact: Robert V. Andrews - Media Relations (732) 524-3348

David R. Sheffield - Investor Relations (732) 524-6491

[FOR IMMEDIATE RELEASE]

Johnson & Johnson Announces
European Union Antitrust Filing And Extension of Tender Offer for DePuy, Inc. to October 16

New Brunswick, NJ (Sept. 15, 1998) - Johnson & Johnson (NYSE: JNJ) announced that today it filed the required notification with the Commission of the European Union with respect to its tender offer for all outstanding shares of common stock of DePuy, Inc. (NYSE: DPU).

The Commission will have one month to complete its preliminary investigation and determine whether it needs to initiate a further investigation of the transaction. Because clearance under the European Union merger control regulation accordingly will not be obtained prior to the currently scheduled October 5 expiration date for the tender offer, Johnson & Johnson and DePuy have agreed that the tender offer will be extended until 5:00 P.M., New York City time, on October 16, 1998.

The depositary for the tender offer, First Chicago Trust Company of New York, has advised Johnson & Johnson that 93,040,007 DePuy shares, approximately 92.2% of the outstanding shares on a fully diluted basis, had been tendered and not withdrawn as of the close of business on Monday, September 14, 1998.

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End of Filing

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