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# JOHNSON & JOHNSON

Reported by

**COLEMAN MARY SUE**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/15/11 for the Period Ending 12/13/11

| | |
|---|---|
| Address | ONE JOHNSON & JOHNSON PLZ<br>NEW BRUNSWICK, NJ 08933 |
| Telephone | 732-524-2455 |
| CIK | 0000200406 |
| Symbol | JNJ |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Biotechnology & 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) |
|---|---|---|
| **COLEMAN MARY SUE** | **JOHNSON & JOHNSON [ JNJ ]** | __ **X** __ Director _____ 10% Owner |
| (Last) (First) (Middle)<br>**JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA** | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**12/13/2011** | _____ Officer (give title below) _____ Other (specify below) |
| (Street)<br>**NEW BRUNSWICK, NJ 08933**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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** | | | | | | | | **12809** (1) | **D** | |

**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** (2) | (3) | **12/13/2011** | | **A** | | **603** | | (2) | (2) | **Common Stock** | **603** | **$ 0** | **15376** | **D** | |

**Explanation of Responses:**

**( 1)** Includes 432 shares held in IRA controlled by reporting person. Also includes 850 shares held under Issuer's Dividend Reinvestment Plan.

**( 2)** The Phantom Stock Units acquired under the Issuer's Non-Employee Director Deferred Fee Plan on December 13, 2011 at $63.78 per share are to be settled in cash upon the Reporting Person's Retirement (with each Phantom Stock Unit representing the fair market value of one share of Common Stock on the settlement date). Alternatively, the cash value represented by the Phantom Stock Units may be transferred by the Reporting Person into an alternative investment account under the Plan at any time.

**( 3)** 1 for 1

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **COLEMAN MARY SUE** | | | | |

| | | | | |
|---|---|---|---|---|
| **JOHNSON & JOHNSON**<br>**ONE JOHNSON & JOHNSON PLAZA**<br><br>**NEW BRUNSWICK, NJ 08933** | **X** | | | |

**Signatures**

**Linda E. King, as attorney-in-fact for Mary Sue Coleman** **12/15/2011**

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.