

JOHNSON & JOHNSON

Reported by
DUATO JOAQUIN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/16/17 for the Period Ending 02/13/17

Address	ONE JOHNSON & JOHNSON PLZ NEW BRUNSWICK, NJ 08933
Telephone	732-524-2455
CIK	0000200406
Symbol	JNJ
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
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FORM 4

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

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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 or
Section 30(h) 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)		
Duato Joaquin			JOHNSON & JOHNSON [JNJ]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Exec VP, WW Chair, Pharma		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
ONE JOHNSON & JOHNSON PLAZA			2/13/2017			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)					
NEW BRUNSWICK, NJ 08933								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	3A. 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	2/13/2017		M		22298.0000	A	\$0 (1)	75814.0000	D	
Common Stock	2/13/2017		A		8897.0000 (2)	A	\$0.0000	84711.0000	D	
Common Stock	2/13/2017		F		16175.0000 (3)	D	\$115.6700	68536.0000	D	
Common Stock								560.0000 (4)	I	By 401k

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				
Employee Stock Options (Right to Buy) (5)	\$115.6700	2/13/2017		A		123291.0000		2/14/2020	2/13/2027	Common Stock	123291.0000	\$0.0000	123291.0000	D	
Performance Share Units	(1)	2/13/2017		M		22298.0000		2/10/2017	(1)	Common Stock	22298.0000	\$0.0000	0.0000	D	
Restricted Share Units	(6)	2/13/2017		A		10374.0000		2/13/2020	(6)	Common Stock	10374.0000	\$0.0000	10374.0000	D	
Retention Restricted Share Units	(6)	2/13/2017		A		70733.0000		2/13/2010	(6)	Common Stock	70733.0000	\$0.0000	70733.0000	D	

Explanation of Responses:

- () Awarded under Issuer's Long-Term Incentive Plan. Performance Share Units awarded on February 10, 2014 converted into shares of Common Stock upon
1) vesting of Performance Share Units and certification of performance results by the Board.
- () Shares earned due to performance factor of 139.9% upon vesting of Performance Share Units and certification of performance results by the Board.
- () Shares withheld for payment of taxes upon vesting of Performance Share Units and certification of performance results by the Board.
- () Shares held in the Johnson & Johnson Stock Fund under the Johnson & Johnson Savings Plan as of the Plan's most recent reporting date (1/31/2017).
- () Awarded under Issuer's Long-Term Incentive Plan.
- () Awarded under Issuer's Long-Term Incentive Plan. Each Restricted Share Unit represents a contingent right to receive one share of Common Stock and vests
6) three years after date of grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duato Joaquin ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933			Exec VP, WW Chair, Pharma	

Signatures**Linda E. King, as attorney-in-fact for Joaquin Duato****2/13/2017**

**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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