

DEYO RUSSELL C
Form 4
November 24, 2009

FORM 4 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEYO RUSSELL C

2. Issuer Name and Ticker or Trading Symbol
JOHNSON & JOHNSON [JNJ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
JOHNSON & JOHNSON, ONE
JOHNSON & JOHNSON PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel

(Street)
NEW BRUNSWICK, NJ 08933

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common	11/23/2009		M			1,800	A	\$ 50.08	113,833	D	
								(1)			
Common Stock	11/24/2009		M			98,200	A	\$ 50.08	212,033	D	
								(1)			
Common Stock	11/24/2009		S			98,200	D	\$ 62.91	113,833	D	
								(2)			
Common (3)									6,344	I	Johnson & Johnson

Common <u>(4)</u>				1,703	I	Stock Fund under the 401(k) Savings Plan
Common				9,186 <u>(5)</u>	I	ESOP under the 401(k) Savings Plan
Common				2,017 <u>(5)</u>	I	By Wife
Common				2,394 <u>(5)</u>	I	By Daughter
Common				7,131	I	By Son
Common						By GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) <u>(6)</u>	\$ 50.08 <u>(1)</u>	11/23/2009		M	1,800	12/03/2002	12/01/2009	Common Stock	1,800
Employee Stock Option (Right to Buy) <u>(6)</u>	\$ 50.08 <u>(1)</u>	11/24/2009		M	98,200	12/03/2002	12/01/2009	Common Stock	98,200

