MULLIN LEO F Form 4

February 11, 2009

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MULLIN LEO F Issuer Symbol JOHNSON & JOHNSON [JNJ] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title Other (specify JOHNSON & JOHNSON, ONE 02/09/2009 below) JOHNSON & JOHNSON PLAZA (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

NEW BRUNSWICK, NJ 08933

TIEW BROTIS WICH, IN 00755					Person							
	(City)	(State) (Zip) Table I - Non-De				Derivative Securities Acquired, Disposed of, or Beneficially Owned						
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securities onAcquired (A) or Disposed of (D)		5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial			
			(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(A) or	,	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
	Common	02/09/2009		Code V A	Amount 1,714 (1)	(D)	Price \$ 0	13,692 (2)	D			
	Common							1,200	I	Held by Family Partnership		

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

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**OMB APPROVAL** 

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\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### Edgar Filing: MULLIN LEO F - Form 4

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. orNumber	6. Date Exercises Expiration D		7. Title and A Underlying S		8. Price of Derivative
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	(Month/Day/		(Instr. 3 and		Security (Instr. 5)
					4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (3)	<u>(4)</u>					<u>(3)</u>	(3)	Common	0	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MULLIN LEO F JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933	X						

## **Signatures**

Linda E. King, as Attorney-in-Fact for Leo F.
Mullin

02/11/2009

\*\*Signature of Reporting Person Date

#### **Explanation of Responses:**

- \* 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).
- (1) Annual grant of Restricted Stock issued to Non-Employee Directors under Issuer's Long-Term Incentive Plan.
- (2) Includes 403 shares held under Issuer's Dividend Reinvestment Program.
- (3) The Phantom Stock Units acquired under the Issuer's Non-Employee Director Deferred Fee Plan are to be settled in cash upon the Reporting Person's Retirement.
- **(4)** 1 for 1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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