Caruso Dominic J Form 4 February 11, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

Common

Stock (2)

(Print or Type Responses)

| (Print or Type R | esponses) | | | | | | | | | |
|-------------------------------------------------------------|-------------------------------------|--------------|----------------------------------------------------------------------------|----------------------------------------|--------------------------------------------|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|---------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person ** Caruso Dominic J | | | 2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (M | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/09/2009 | | | DirectorX Officer (girl below) | | | | |
| NEW BRUN | (Street) | 8933 | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | securities Ac | quired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Do (Month/Day/Yea | r) Execution | emed on Date, if /Day/Year) | 3. Transactic Code (Instr. 8) | 4. Security onAcquired Disposed (Instr. 3, | (A) or of (D) 4 and 5) (A) or | 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) | |
| Common Stock | | | | | | | 9,674 | D | | |
| Common Stock (1) | | | | | | | 225 | I | Johnson & Johnson Stock Fund in the 401(k) Savings Plan | |

22

Ι

ESOP in

the 401(k) Savings

Plan

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.

SEC 1474 (9-02)

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

| De Sec | Fitle of rivative curity str. 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. Transactio Code (Instr. 8) | 5. Number of orDerivative 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) | |
|-----------------|------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------|---------------------------------------------------------------|--------------------------|
| | | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amoun Numbe Shares |
| Ste | antom ock nits (4) | (3) | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 0 |
| Sto Op (R | nployee ock otion ight to | \$ 58.33 | 02/09/2009 | | A | 110,578 | 02/10/2012 | 02/08/2019 | Common Stock | 110,5 |
| Sh | estricted are nits | <u>(6)</u> | 02/09/2009 | | A | 9,215 | 02/09/2012 | <u>(7)</u> | Common Stock | 9,21 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|--|--|--|
| coporting of the control of the cont | Director | 10% Owner | Officer | Other | | | |
| Caruso Dominic J JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933 | | | Chief Financial Officer | | | | |
| Signatures | | | | | | | |
| Linda E. King, as Attorney-in-Fact for Do Caruso | ominic J. | | 02/11/2009 | | | | |
| **Signature of Reporting Person | | | Date | | | | |

2 Reporting Owners

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) Shares held in the Johnson & Johnson Stock Fund under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (01/30/2009).
- (2) Shares held by ESOP under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (01/30/2009).
- (3) The Phantom Stock converts into common stock on a one-for-one basis.
- (4) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan are to be settled in cash upon the Reporting Person's Retirement.
- (5) Awarded under Issuer's Long-Term Incentive Plan.
- (6) Each Restricted Share Unit represents a contingent right to receive one share of Company Common Stock.
- (7) The Restricted Share Units vest three years after date of grant.

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.