Foster-Cheek Kaye I Form 4 February 17, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287 January 31,

Expires:

2005 Estimated average

burden hours per response... 0.5

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Foster-Cheek Kaye I			Symbol JOHNSON & JOHNSON [JNJ]			Issuer					
(Last) (First) (Middle) JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2009				- 1	(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) VP, Human Resources			
	NEW BRUN	(Street) NSWICK, NJ 089	933		ndment, Da nth/Day/Year)	Ü	1		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person	•	rson
	(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
	Common	02/13/2009			M	5,999	A	\$ 0	6,665 <u>(1)</u>	D	
	Common	02/13/2009			F	2,236	D	\$ 57.31	4,429	D	
	Common (2)								934	I	Johnson & Johnson Stock Fund under the

401(k) Savings Plan

			ESOP
Common		I	under the
Common	33		401(k)
<u>(3)</u>			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)

1. Title of 2. Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security		ive Conversion (Month/Day/Year) or Exercise Price of Derivative		3A. Deemed 4. Execution Date, if Transacti any Code (Month/Day/Year) (Instr. 8)		per of ve es d (A) or d of (D) 4, and	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	Amount or Number of Shares
Phantom Stock Units	<u>(5)</u>	02/12/2009		A	1,579		<u>(4)</u>	<u>(4)</u>	Common Stock	1,579
Restricted Share Units	<u>(6)</u>	02/13/2009		M		5,999	02/13/2009	<u>(7)</u>	Common	5,999

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Factor Classic IV.							

Foster-Cheek Kaye I JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

VP, Human Resources

Signatures

Linda King, as Attorney-in-Fact for Kaye I.

Foster-Cheek

02/17/2009

**Signature of Reporting Person Date

Reporting Owners 2

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) Includes shares acquired under Issuer's Dividend Reinvestment Program.
- (2) Shares held in the Johnson & Johnson Stock Fund under Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (01/30/2009).
- (3) Shares held by ESOP under Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (01/30/2009).
- (4) The Phantom Stock Units acquired under the Issuer's Executive Income Deferral Plan on February 12, 2009 at \$56.97 per share are to be settled in cash upon the Reporting Person's Retirement.
- (5) The Phantom Stock converts into common stock on a one-for-one basis.
- (6) Each Restricted Share Unit, awarded under Issuer's Long-Term Incentive Plan on February 13, 2006, represents a contingent right to receive one share of Company Common Stock.
- (7) Not applicable.

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.