POON CHRISTINE A

Form 4

February 17, 2009

FORM 4

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

OMB Number: 3235-0287

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

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

response...

1(b).

(Print or Type Responses)

1. Name and Add POON CHRIS	*	ting Person *	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)		(Middle)	3. Date of Earliest Transaction	(Shoon an approache)		
JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA			(Month/Day/Year) 02/12/2009	X Director 10% Owner Self-condition of the control		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW BRUNSWICK, NJ 08933			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative (Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	(msu. +)	
Common	02/13/2009		M	17,141	A	\$0	61,942	D	
Common	02/13/2009		F	6,231	D	\$ 57.31	55,711	D	
									Johnson & Johnson Stock

Johnson & Johnson Stock Fund under the 401(k) Savings

Plan

Ι

16

Common

(1)

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Common	162	I	ESOP under the 401(k)
(2)			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 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 or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock Units	(3)	02/12/2009		A	3,949		<u>(4)</u>	<u>(4)</u>	Common Stock	3,949
Restricted Share Units	(5)	02/13/2009		M		17,141	02/13/2009	<u>(6)</u>	Common Stock	17,141

Relationships

Reporting Owners

- · · · · · · · · · · · · · · · · · · ·						
Director	10% Owner	Officer	Other			
X		Vice Chairman				
tine A.	02/	17/2009				
		Date				
		X tine A	X Vice Chairman tine A. 02/17/2009			

Reporting Owners 2

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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 Johnson & Johnson's 401(k) Savings Plan as of Plan's most recent reporting date (01/30/2009).
- (2) Shares held by ESOP under Johnson & Johnson's 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 on February 12, 2009 at \$56.97 per share are to be settled in cash upon the Reporting Person's Retirement.
- (5) 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.
- (6) 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.