SATCHER DAVID Form 4

March 12, 2009

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * SATCHER DAVID

2. Issuer Name and Ticker or Trading Symbol

JOHNSON & JOHNSON [JNJ]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(Instr. 3)

Common

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 03/10/2009

X_ Director 10% Owner Other (specify

(Check all applicable)

Officer (give title below)

JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

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

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

NEW BRUNSWICK, NJ 08933

(State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

8.981

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber

4. 5.

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price of Underlying Securities Derivative

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month		(nstr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/	Year)	(Instr. 3 and 4	4)	Security (Instr. 5)
			C	Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	<u>(2)</u>	03/10/2009		J	58	<u>(1)</u>	<u>(1)</u>	Common	58	\$ 0

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other SATCHER DAVID **JOHNSON & JOHNSON** X ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

Signatures

Linda E. King, Attorney-in-Fact for David 03/12/2009 Satcher

> **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).
- The Phantom Stock Units acquired under the Issuer's Non-Employee Director Deferred Fee Plan on March 10, 2009 at \$47.00 per share are to be settled in cash upon the Reporting Person's Retirement.
- **(2)** 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. SPACING="0" CELLPADDING="0" WIDTH="68%" BORDER="0"

STYLE="BORDER-COLLAPSE: COLLAPSE" ALIGN="center">

Securities and Exchange Commission filing fee

\$340

Accounting fees and expenses

Reporting Owners 2

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Legal fees and expenses
Printing fees
\$400
Miscellaneous
Total expenses
\$740
All of the above fees and expenses will be paid by us. Other than the SEC filing fee, all fees and expenses are estimated.