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JOHNSON & JOHNSON  
Form SC 13G/A  
February 04, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1)<sup>1</sup>

ALLOS THERAPEUTICS, INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

019777 10 1

-----  
(CUSIP Number)

December 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

-----  
1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP No. 019777 10 1

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Johnson & Johnson  
22-1024240

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER

-0-

-----  
6. SHARED VOTING POWER

1,924,727 shares of Common Stock

-----  
7. SOLE DISPOSITIVE POWER

-0-

-----  
8. SHARED DISPOSITIVE POWER

1,924,727 shares of Common Stock

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,924,727 shares of Common Stock

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%

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12. TYPE OF REPORTING PERSON

CO

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Johnson & Johnson Development Corporation  
22-2007137

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER

-0-

6. SHARED VOTING POWER

1,924,727 shares of Common Stock

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

1,924,727 shares of Common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,924,727 shares of Common Stock

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5%

12. TYPE OF REPORTING PERSON

CO

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Amendment No. 1 to Schedule 13G  
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Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on February 14, 2001 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated as follows:

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.

11080 CirclePoint Road, Suite 200  
Westminster, CO 80020

ITEM 4. OWNERSHIP.

(a) Amount Beneficially Owned:

J&J: 1,924,727 shares of Common Stock  
JJDC: 1,924,727 shares of Common Stock

(b) Percent of Class:

J&J: 7.5%  
JJDC: 7.5%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote:

J&J: 1,924,727 shares of Common Stock  
JJDC: 1,924,727 shares of Common Stock

(iii) sole power to dispose or to direct  
the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of:

J&J: 1,924,727 shares of Common Stock  
JJDC: 1,924,727 shares of Common Stock

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following [X].

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

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correct.

JOHNSON & JOHNSON

By /s/ MICHAEL H. ULLMANN

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Name: Michael H. Ullmann

Title: Secretary

Dated: January 22, 2003

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By /s/ ERIC B. JUNG

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Name: Eric B. Jung

Title: Secretary

Dated: January 22, 2003