SATCHER DAVID

Form 4

February 07, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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

Section 16.
Form 4 or
Form 5
obligations
may continue.

SECURITIES

SECURITIES

Section 16(a) of the Secur
Section 17(a) of the Public Utility Holding Co

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).

(City)

(State)

(Zip)

(Print or Type Responses)

See Instruction

2. Issuer Name and Ticker or Trading Symbol JOHNSON & JOHNSON [JNJ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
3. Date of Earliest Transaction	(Check an applicable)		
(Month/Day/Year)	X Director 10% Owner		
02/05/2013	Officer (give title below) Other (specification)		
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
	Symbol JOHNSON & JOHNSON [JNJ] 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2013 4. If Amendment, Date Original		

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(IIISU: 4)	(111811.4)
Common Stock	02/05/2013		M	6,300	A	\$ 52.2	19,830	D	
Common Stock	02/05/2013		F	4,437 (1)	D	\$ 74.11	15,393	D	

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

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SEC 1474

(9-02)

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

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

De	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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	ecu
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	or Nu of Sh		
	Non-Employee Director Stock Options (Right to Buy) (2)	\$ 52.2	02/05/2013		M	6	5,300	02/11/2004	02/08/2013	Common Stock	6		
	Deferred Share Units	(3)	12/31/2012		J	268		<u>(3)</u>	<u>(3)</u>	Common Stock			

Reporting Owners

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

Signatures

Linda E. King, Attorney-in-Fact for David
Satcher

02

02/07/2013

**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).
- (1) Shares used to pay exercise price.
- (2) Awarded under the Stock Option Plan for Non-Employee Directors and exercisable in full one day after the first anniversary of the grant.
 - Dividends accrued under the Issuer's Amended and Restated Deferred Fee Plan for Directors. Deferred Shares Units are to be settled in
- (3) cash upon the Reporting Person's Retirement (with each Deferred Share Unit representing the fair market value of one share of Common Stock on the settlement date).

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.

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