JOHNSON & JOHNSON

Form 4

January 14, 2014

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to

January 31, Expires: 2005

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

Estimated average burden hours per 0.5 response...

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Ullmann Michael H | | | 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) | 3. Date of Earliest Transaction | (Check an applicable) | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| JOHNSON & JOHNSON, ONE JOHNSON & JOHNSON PLAZA | | | 01/10/2014 | _X_ Officer (give title Other (specify below) VP, General Counsel | | |
| | | | | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Chec | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| NEW BRUNSWICK, NJ 08933 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tabl | e I - Non-D | D erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|---|---|-------|-------------|---|--|--|
| 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. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
| | | | Code V | Amount | or | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 01/10/2014 | | M | 9,265 | A | \$0 | 65,448 | D | |
| Common Stock | 01/10/2014 | | F | 3,486 (1) | D | \$ 94.53 | 61,962 | D | |
| Common Stock (2) | | | | | | | 100 | I | Johnson & Johnson Stock Fund in the 401(k) plan |
| | | | | | | | 1,287 | I | |

| Common | ESOP in |
|-----------|------------|
| Stock (3) | the 401(k) |
| | plan |

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

8.1 De Sec (In

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | | 7. Title and Amount of | | 8 |
|---------------------|------------------------------------|---------------------|--------------------|------------------------|--|-------------------------|--------------------|------------------------|--|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction Derivative | | Expiration Date | | Underlying Securities | |] |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | | (Instr. 3 and 4) | | , |
| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | (|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Share | <u>(4)</u> | 01/10/2014 | | M | 9,265 | 01/10/2014 | <u>(4)</u> | Common Stock | 9,265 | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Ullmann Michael H **JOHNSON & JOHNSON** ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

VP, General Counsel

Signatures

Units

Linda E. King, Attorney-in-Fact for Michael H.

Ullmann 01/14/2014

> **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 withheld for the payment of taxes upon vesting of Restricted Share Units.

Reporting Owners 2

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- (2) Shares held in the Johnson & Johnson Stock Fund under the Johnson & Johnson Savings Plan as of the Plan's most recent reporting date (12/31/2013).
- (3) Shares held by ESOP under the Johnson & Johnson Savings Plan as of Plan's most recent reporting date (12/31/2013).
- (4) Each Restricted Share Unit, awarded under Issuer's Long-Term Incentive Plan on January 10, 2011, represents a contingent right to receive one share of Common Stock, and vests three years after date of grant.

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.