JOHNSON & JOHNSON

Form 4

March 05, 2014

FORM 4

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

OMB Number:

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OMB APPROVAL

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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

1(b).

(Print or Type Responses)

1. Name and A Fasolo Peter	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			JOHNSON & JOHNSON [JNJ]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	D:		
IOINIGON		N. ONE	(Month/Day/Year)	Director 10% Owner		
JOHNSON & JOHNSON, ONE			03/04/2014	_X_ Officer (give title Other (specify below)		
JOHNSON & JOHNSON PLAZA				VP, Global Human Resources		
(Street)			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		
NEW BRUNSWICK, NJ 08933				Form filed by More than One Reporting		
				Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date 2A. Deemed		3.	4. Securities Acquired			5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Deigo	(Instr. 3 and 4)		
C			Code v	Amount	(D)	Price			
Common	03/04/2014		M	13,800	Α	\$	22,112	D	
Stock	03/01/2011		111	13,000	11	63.71	22,112	D	
C				0.600		Ф			
Common	03/04/2014		F	9,602	D	\$	12,510	D	
Stock	00,0 ., 201 .		•	<u>(1)</u>	_	91.56	12,010	_	
C									
Common	03/04/2014		M	31,061	A	\$ 62.2	43,571	D	
Stock				,		7	,		
Common				21 100		¢			
Common	03/04/2014		F	21,100	D)	22,471	D	
Stock				(1)		91.56	,		

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Shares
Employee Stock Options (Right to Buy) (2)	\$ 63.71	03/04/2014		M	13,800	11/02/2013	10/30/2020	Common Stock	13,800
Employee Stock Options (Right to Buy) (2)	\$ 62.2	03/04/2014		M	31,061	01/11/2014	01/08/2021	Common Stock	31,061

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fasolo Peter

JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA

VP, Global Human Resources

NEW BRUNSWICK, NJ 08933

Signatures

Linda E. King, as Attorney-in-Fact for Peter Fasolo 03/05/2014

**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 to cover exercise price owed upon excercise of option.

Reporting Owners 2

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(2) Awarded under Issuer's Stock Option Plan and exercisable in full starting one day after the third anniversary of the grant. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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 displated a currently valid OMB number.						