

GENOCEA BIOSCIENCES, INC.

Form 4

March 12, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON & JOHNSON2. Issuer Name and Ticker or Trading
Symbol
GENOCEA BIOSCIENCES, INC.
[AQXP]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE JOHNSON & JOHNSON
PLAZA3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2014____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

NEW BRUNSWICK, NJ 08933

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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		
Common Stock	03/12/2014		C		1,392,094	A	<u>(2)</u>	1,392,094	I
									Johnson & Johnson Development Corporation (1)

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

**Persons who respond to the collection of
information contained in this form are not
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(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative 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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A-1 Preferred Stock	(2)	03/12/2014		C		255,681		(2)	(2)	Common Stock	255,681
Series A-2 Preferred Stock	(2)	03/12/2014		C		170,454		(2)	(2)	Common Stock	170,454
Series B-1 Preferred Stock	(2)	03/12/2014		C		293,884		(2)	(2)	Common Stock	293,884
Series B-2 Preferred Stock	(2)	03/12/2014		C		292,532		(2)	(2)	Common Stock	292,532
Series C Preferred Stock	(2)	03/12/2014		C		379,543		(2)	(2)	Common Stock	379,543

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933		X		
JOHNSON & JOHNSON DEVELOPMENT CORP ET AL		X		

ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933

Signatures

Douglas Chia, Secretary of Johnson & Johnson

03/12/2014

__Signature of Reporting Person

Date

Steven M. Rosenberg, Secretary of Johnson & Johnson Development Corporation

03/12/2014

__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) The securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the designated Reporting Person.
- (2) Upon the closing of the Issuer's initial public offering each outstanding share of Preferred Stock automatically converted into Common Stock, on a 1-to-1 basis, for no additional consideration. There was no expiration applicable to the Preferred Stock.

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.