

JOHNSON & JOHNSON
Form 4
January 14, 2014

FORM 4

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

Check this box
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Caruso Dominic J

(Last) (First) (Middle)

JOHNSON & JOHNSON, ONE
JOHNSON & JOHNSON PLAZA

(Street)

NEW BRUNSWICK, NJ 08933

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

JOHNSON & JOHNSON [JNJ]

3. Date of Earliest Transaction
(Month/Day/Year)

01/10/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, Finance; CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	01/10/2014		M	12,121 A \$ 0	65,656 ⁽¹⁾	D	
Common Stock	01/10/2014		F	4,056 ⁽²⁾ D \$ 94.53	61,600	D	
Common Stock ⁽³⁾	12/31/2013		J	4 A ⁽³⁾	68	I	Johnson & Johnson Stock Fund in the 401(k) plan
					225	I	

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Common
Stock ⁽⁴⁾

ESOP in
the 401(k)
plan

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

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(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. 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)	Amount or Number of Shares
Restricted Share Units	<u>(5)</u>	01/10/2014		M	12,121	01/10/2014 <u>(5)</u>	Common Stock	12,121
Deferred Share Units	<u>(6)</u>	12/31/2013		I	365	<u>(6)</u> <u>(6)</u>	Common Stock	365

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Caruso Dominic J
JOHNSON & JOHNSON
ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933

VP, Finance; CFO

Signatures

Linda E. King, as Attorney-in-Fact for Dominic J.
Caruso

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) Includes 98 shares held under Issuer's Dividend Reinvestment Plan.
- (2) Shares withheld for the payment of taxes upon vesting of Restricted Share Units.
- (3) Shares accrued due to dividend reinvestment in the Johnson & Johnson Stock Fund under the Johnson & Johnson Savings Plan as of the Plan's most recent reporting date (12/31/2013).
- (4) Shares held by ESOP under the Johnson & Johnson Savings Plan as of Plan's most recent reporting date (12/31/2013).
- (5) 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.

- Dividends accrued under the Issuer's Amended and Restated Deferred Fee Plan for Directors. Deferred Share Units are to be settled in 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).
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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