#### **COSGROVE STEPHEN J**

Form 4

February 13, 2013

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

**OMB APPROVAL** 

OMB Number: 3235-0287

Expires: January 31, 2005
Estimated average

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

JOHNSON & JOHNSON [JNJ]

Symbol

1(b).

(Print or Type Responses)

COSGROVE STEPHEN J

1. Name and Address of Reporting Person \*

		JOHN		(Ch	eck all applicabl	e)
	(First) (M & JOHNSON, ON & JOHNSON PL	(Month/I NE 02/01/2	f Earliest Transaction Day/Year) 013	DirectorX Officer (g	109	% Owner ner (specify
	(Street)		endment, Date Original		Joint/Group Fili	ng(Check
NEW BRUI	NSWICK, NJ 089		nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	Zip) Tab	le I - Non-Derivative Securities Ac	equired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or Code V Amount (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 82,830	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)				422	I	Johnson & Johnson Stock Fund under the 401(k) Savings Plan
Common Stock (2)				1,594	I	ESOP under the 401(k)

Savings Plan

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

SEC 1474 (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. Transacti Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	<u>(3)</u>	02/01/2013		A	3,729 (3)	02/01/2016	<u>(4)</u>	Common Stock	3,729

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
reporting Owner Hame / Hauress	

Director 10% Owner Officer Other

COSGROVE STEPHEN J JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933

Corporate Controller

#### **Signatures**

Linda E. King, Attorney-in-Fact for Stephen J. Cosgrove

02/13/2013

\*\*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 held in the Johnson & Johnson Stock Fund under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (1/31/2013).

Reporting Owners 2

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- (2) Shares held by ESOP under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (1/31/2013).
- (3) Awarded under Issuer's Long-Term Incentive Plan. Each Restricted Share Unit represents a contingent right to receive one share of Common Stock and vests three years after date of grant.
- (4) Not applicable.

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.