

JOHNSON & JOHNSON
Form 4
August 16, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COSGROVE STEPHEN 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)

08/14/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/14/2013		M	V	23,150	A	\$ 53.93 107,451 D
Common Stock	08/14/2013		S		17,200 <u>(1)</u>	D	\$ 91.39 <u>(2)</u> 90,251 D
Common Stock	08/14/2013		F		2,870 <u>(3)</u>	D	\$ 93.01 87,381 D
Common Stock	08/14/2013		M		1,850	A	\$ 53.93 89,231 D
Common Stock	08/14/2013		F		1,072 <u>(4)</u>	D	\$ 93.01 88,159 D

Common Stock <u>(5)</u>	07/31/2013	J	31	A	<u>(5)</u>	453	I	Johnson & Johnson Stock Fund in the 401(k) Plan
Common Stock <u>(6)</u>						1,594	I	ESOP in 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy) <u>(7)</u>	\$ 53.93	08/14/2013		M	23,150	02/10/2007 02/07/2014	Common Stock 23,150
Employee Stock Option (Right to Buy) <u>(7)</u>	\$ 53.93	08/14/2013		M	1,850	02/10/2007 02/07/2014	Common Stock 1,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COSGROVE STEPHEN J JOHNSON & JOHNSON			Corporate Controller	

ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933

Signatures

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

08/16/2013

__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 sold to cover exercise price and taxes owed upon exercise of option.

This transaction was executed in multiple trades at prices ranging from \$91.38 to \$91.41. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) Shares withheld to cover exercise price and taxes owed upon exercise of option.

(4) Shares withheld to cover exercise price owed upon exercise of option.

(5) 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 (7/31/2013).

(6) Shares held by ESOP under the Johnson & Johnson Savings Plan as of Plan's most recent reporting date (7/31/2013).

(7) 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, *see* Instruction 6 for procedure.

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