

GOGGINS COLLEEN A
 Form 4
 December 20, 2010

FORM 4

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

OMB APPROVAL

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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 *
 GOGGINS COLLEEN A

(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)
 12/17/2010

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)
 Member, Executive Committee

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	12/17/2010		M	V	1,700 A \$ 57.3	107,622	D
Common	12/17/2010		F		1,561 D \$ 62.4	106,061	D
Common	12/17/2010		M		1,915 A \$ 52.2	107,976	D
Common	12/17/2010		F		1,601 D \$ 62.4	106,375	D
Common	12/17/2010		M		1,850 A \$ 53.93	108,225	D
Common	12/17/2010		F		1,598 D \$ 62.4	106,627	D
Common <u>(1)</u>	11/30/2010		J	V	10 A <u>(1)</u>	182	I Johnson & Johnson Stock

Common <u>(2)</u>	1,029	I	Fund under the 401(k) Savings Plan ESOP under the 401(k) Savings Plan
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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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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <u>(4)</u>	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	0
Employee Stock Options (Right to Buy) <u>(5)</u>	\$ 57.3	12/17/2010		M	1,700	02/11/2005	02/10/2012	Common Stock	1,700
Employee Stock Options (Right to Buy) <u>(5)</u>	\$ 52.2	12/17/2010		M	1,915	02/10/2006	02/08/2013	Common Stock	1,915
Employee Stock Options	\$ 53.93	12/17/2010		M	1,850	02/09/2007	02/07/2014	Common Stock	1,850

