Edgar Filing: JOHNS MICHAEL M E - Form 4

JOHNS MICI	HAEL M E									
Form 4										
September 09	, 2009									
FORM	Δ							PPROVAL		
	UNITED 5		RITIES A			COMMISSION	OMB Number:	3235-0287		
Check this							Expires:	January 31, 2005		
subject to	if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
Section 16	.		SECUR	ITIES			Estimated a burden hou	•		
Form 4 or							response	. 0.5		
Form 5 obligation	~ ^	uant to Section 1				•				
may contin			•	. .		of 1935 or Sectio	n			
See Instruc	ction	30(h) of the In	ivestment	Company	Act of IS	940				
1(b).										
(Print or Type Ro	esponses)									
							Reporting Person(s) to			
		Symbol IOHNS	SON & JO	HNSON	INII					
(T -))						(Check all applicable)				
(Last)	(First) (M		of Earliest Tra	ansaction		X Director 10% Owner				
JOHNSON & JOHNSON, ONE 09/08/2			-			Officer (give title Other (specify				
	& JOHNSON PLA		.007			below)	below)			
	(Street)	4 If Am	endment, Dat	e Original		6 Individual or I	oint/Group Fili	ng(Check		
			onth/Day/Year)	-		6. Individual or Joint/Group Filing(Check Applicable Line)				
NEW BRUN	SWICK, NJ 0893		nui/Day/Teal)			One Reporting Person More than One Reporting				
						Person				
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	ecurities A	equired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if		4. Securit	(A) or	Securities F	6. Ownership Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)		Owned I Following ((D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A)or(D) Price	Reported Transaction(s) (Instr. 3 and 4)				
Common					. ,	8,527 <u>(1)</u>	D			
Reminder: Repo	ort on a separate line f	for each class of sec	urities benefi	cially owne	ed directly o	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

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

number.

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		• (Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (2)	<u>(3)</u>	09/08/2009		J		517		(2)	(2)	Common	517	\$ 0

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
JOHNS MICHAEL M E JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933	Х			
Signatures				
Linda E. King, as attorney-in-fact for Mic Johns	Ξ.	09/09/2	2009	
<u>**</u> Signature of Reporting Person			Date	;
Explanation of Response				

transferred by the Reporting Person into an alternative investment account under the Plan at any time.

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 shares held under the Issuer's Dividend Reinvestment Program.

The Phantom Stock Units acquired under the Issuer's Non-Employee Director Deferred Fee Plan on September 8, 2009 at \$59.99 per
 (2) share are to be settled in cash upon the Reporting Person's Retirement (with each Phantom Stock Unit representing the fair market value of one share of Common Stock on the settlement date). Alternatively, the cash value represented by the Phantom Stock Units may be

(**3**) 1 for 1

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.