Caruso Dominic J
Form 4
January 18, 2013

FORM 4

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

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

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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).

(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)
01/16/2013

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)
Chief Financial Officer

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								47,910 (1)	D	
Common Stock (2)	12/31/2012		J	V	2	A	(2)	59	I	Johnson & Johnson Stock Fund in the 401(k) Savings Plan
Common Stock (3)								225	I	ESOP in the 401(k) Savings

Plan

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

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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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Deferred Share Units (4)	(4)	12/31/2012		J		105 (5)		(4)	(4)	Common Stock	10
Employee Stock Options (Right to Buy) (6)	$ 72.54	01/16/2013		A		233,846		01/17/2016	01/13/2023	Common Stock	233
Restricted Share Units (6)	(7)	01/16/2013		A		11,602		01/16/2016	(7)	Common Stock	11
Performance Share Units (6)	(8)	01/16/2013		A		29,005		(8)	(8)	Common Stock	29

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			Chief Financial Officer	

Signatures

Linda E. King, as Attorney-in-Fact for Dominic J. Caruso	01/18/2013
**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) Includes 52 shares held under Issuer's Dividend Reinvestment Plan.

(2) Shares held in the Johnson & Johnson Stock Fund under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (12/31/2012).

(3) Shares held by ESOP under the Johnson & Johnson 401(k) Savings Plan as of Plan's most recent reporting date (12/31/2012).

(4) The Deferred Share Units acquired under the Issuer's Executive Income Deferral Plan 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). Alternatively, the cash value represented by the Deferred Share Units may be transferred by the Reporting Person into an alternative investment account under the Plan at any time.

(5) Consists of dividend equivalents accrued under the Issuer's Executive Income Deferral Plan.

(6) Awarded under Issuer's Long-Term Incentive Plan.

(7) Each Restricted Share Unit represents a contingent right to receive one share of Common Stock and vests three years after date of grant.

(8) Each Performance Share Unit converts into one share of Common Stock upon distribution in the first quarter of 2016 based on a performance factor.

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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