

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Fasolo Peter</u> <hr/> (Last) (First) (Middle) <u>ONE JOHNSON &amp; JOHNSON PLAZA</u> <hr/> (Street) <u>NEW BRUNSWICK NJ 08933</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>JOHNSON &amp; JOHNSON [ JNJ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec VP, Chief HR Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/03/2018		M		77,213	A	\$90.44	155,540.0055	D	
Common Stock	12/03/2018		M		47,919	A	\$100.06	203,459.0055	D	
Common Stock	12/03/2018		S		125,132	D	\$146.315 <sup>(1)</sup>	78,327.0055	D	
Common Stock	12/04/2018		M		27,160	A	\$100.06	105,487.0055	D	
Common Stock	12/04/2018		M		14,403	A	\$90.44	119,890.0055	D	
Common Stock	12/04/2018		S		41,563	D	\$146.6822 <sup>(2)</sup>	78,327.0055	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Options (Right to Buy)	\$100.06	12/03/2018		M			47,919	02/10/2018	02/08/2025	Common Stock	47,919	\$0.0000	27,160	D	
Employee Stock Options (Right to Buy)	\$90.44	12/03/2018		M			77,213	02/11/2017	02/09/2024	Common Stock	77,213	\$0.0000	14,403	D	
Employee Stock Options (Right to Buy)	\$100.06	12/04/2018		M			27,160	02/10/2018	02/08/2025	Common Stock	27,160	\$0.0000	0.0000	D	
Employee Stock Options (Right to Buy)	\$90.44	12/04/2018		M			14,403	02/11/2017	02/09/2024	Common Stock	14,403	\$0.0000	0.0000	D	

**Explanation of Responses:**

1. This transaction was executed in multiple trades at prices ranging from \$146.25 to \$146.51. 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.
2. This transaction was executed in multiple trades at prices ranging from \$146.11 to \$147.78. 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.

**Remarks:**

poafasolo.txt

Maria A. Frucci, as attorney-  
in-fact for Peter Fasolo      12/06/2018

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

POWER OF ATTORNEY  
Executive Officers

Know all persons by these presents, that the undersigned hereby constitutes and appoints each of Thomas J. Spellman III, Renee A. Brutus, Michelle R. Ryan, Linda E. King and Maria A. Frucci, signing singly, as the undersigned's true and lawful attorneys-in-fact to:

- (1) complete and execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer of Johnson & Johnson (the "Company"), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act") and Form 144 in accordance with Rule 144 of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (the "Securities Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 and 144 (including any amendments thereto) and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, (i) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144 of the Securities Act or (ii) any liability of the undersigned for failure to comply with such requirements. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

/s/ Peter Fasolo  
Name: Peter Fasolo  
Date: November 14, 2018