**SEC Form 4**

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

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
McEvoy Ashley

   (Last) (First) (Middle)
   ONE JOHNSON & JOHNSON PLAZA
   NEW BRUNSWICK NJ 08933

2. Issuer Name and/or Ticker or Trading Symbol
JOHNSON & JOHNSON [ JNJ ]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)
02/15/2022

5. Relationship of Reporting Person(s) to Issuer
Director
Officer (give title below)
EVW, WW Chair, Medical Devices

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/15/2022</td>
<td>M</td>
<td>15,806</td>
<td>A</td>
<td>$0.0000(1)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/15/2022</td>
<td>F</td>
<td>6,242</td>
<td>D</td>
<td>$165.89</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
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<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Options (Right to Buy)</td>
<td>(5)</td>
<td>02/14/2022</td>
<td>A</td>
<td>66,110</td>
<td>02/14/2025 02/14/2032</td>
<td>Common Stock 66,110 165.89 66,110 D</td>
<td>Employee Stock Options (Right to Buy)</td>
<td>(5)</td>
<td>(5)</td>
<td>(5)</td>
<td></td>
</tr>
<tr>
<td>Restricted Share Units</td>
<td>(6)</td>
<td>02/14/2022</td>
<td>A</td>
<td>3,347</td>
<td>02/14/2025 02/14/2032</td>
<td>Common Stock 3,347 0.0000 3,347 D</td>
<td>Restricted Share Units</td>
<td>(6)</td>
<td>(6)</td>
<td>(6)</td>
<td></td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>(7)</td>
<td>02/15/2022</td>
<td>M</td>
<td>15,806</td>
<td>02/11/2022</td>
<td>Common Stock 15,806 0.0000 1,506 D</td>
<td>Performance Share Units</td>
<td>(7)</td>
<td>(7)</td>
<td>(7)</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Performance Share Units awarded under Issuer's Long-Term Incentive Plan on February 11, 2019; converted into shares of Common Stock upon vesting.
2. Shares withheld for payment of taxes upon vesting of Performance Share Units.
3. Includes shares accrued due to dividend reinvestment in the Johnson & Johnson Savings Plan as of the Plan's most recent reporting date (1/31/2022).
4. Shares held by ESOP under the Johnson & Johnson Savings Plan as of the Plan's most recent reporting date (1/31/2022).
5. Awarded under Issuer's Long-Term Incentive Plan.
6. Awarded under Issuer's Long-Term Incentive Plan. Each Restricted Share Unit represents a contingent right to receive one share of Common Stock and vests three years after date of grant.
7. Performance Share Units awarded under Issuer's Long-Term Incentive Plan on February 11, 2019. A portion of these Performance Share Units have been forfeited.

Raavi K. Diol, as attorney-in-fact for Ashley McEvoy
02/15/2022
**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).


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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