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BY EMAIL (shareholderproposals@sec.gov)

December 12, 2019

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

RE: Johnson & Johnson – 2020 Annual Meeting
Omission of Shareholder Proposal of the
National Center for Public Policy Research

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of our client, Johnson & Johnson, a New Jersey corporation, to request that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with Johnson & Johnson’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by the National Center for Public Policy Research (the “Proponent”) from the proxy materials to be distributed by Johnson & Johnson in connection with its 2020 annual meeting of shareholders (the “2020 proxy materials”).

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are

simultaneously sending a copy of this letter and its attachments to the Proponent as notice of Johnson & Johnson's intent to omit the Proposal from the 2020 proxy materials.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to Johnson & Johnson.

I. The Proposal

The text of the resolution contained in the Proposal is set forth below:

Resolved, that the shareholders of the Johnson & Johnson (the "Company") request the Board adopt a policy to disclose to shareholders the following:

1. A description of the specific minimum qualifications that the Board's nominating committee believes must be met by a nominee to be on the board of directors; and
2. Each nominee's skills, ideological perspectives, and experience presented in a chart or matrix form.

The disclosure shall be presented to the shareholders through the annual proxy statement and the Company's website within six (6) months of the date of the annual meeting and updated on an annual basis.

II. Basis for Exclusion

We hereby respectfully request that the Staff concur in Johnson & Johnson's view that it may exclude the Proposal from the 2020 proxy materials pursuant to Rule 14a-8(i)(10) because Johnson & Johnson has substantially implemented the Proposal.

III. Background

On November 14, 2019, Johnson & Johnson received the Proposal, accompanied by a cover letter from the Proponent, dated November 13, 2019. On

November 20, 2019, Johnson & Johnson received a letter from UBS Financial Services, Inc., dated November 18, 2019, verifying the Proponent's stock ownership (the "Broker Letter"). Copies of the Proposal, the cover letter, the Broker Letter and related correspondence are attached hereto as Exhibit A.

IV. The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(10) Because Johnson & Johnson has Substantially Implemented the Proposal.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the "substantially implemented" standard in 1983 after determining that the "previous formalistic application" of the rule defeated its purpose, which is to "avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." See Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the "1983 Release") and Exchange Act Release No. 34-12598 (July 7, 1976). Accordingly, the actions requested by a proposal need not be "fully effected" provided that they have been "substantially implemented" by the company. See 1983 Release.

Applying this standard, the Staff has consistently permitted the exclusion of a proposal when it has determined that the company's policies, practices and procedures or public disclosures compare favorably with the guidelines of the proposal. See, e.g., *United Cont'l Holdings, Inc.* (Apr. 13, 2018); *eBay Inc.* (Mar. 29, 2018); *Kewaunee Scientific Corp.* (May 31, 2017); *Wal-Mart Stores, Inc.* (Mar. 16, 2017); *Dominion Resources, Inc.* (Feb. 9, 2016); *Ryder Sys., Inc.* (Feb. 11, 2015); *Wal-Mart Stores, Inc.* (Mar. 27, 2014); *Peabody Energy Corp.* (Feb. 25, 2014); *The Goldman Sachs Group, Inc.* (Feb. 12, 2014); *Hewlett-Packard Co.* (Dec. 18, 2013); *Deere & Co.* (Nov. 13, 2012); *Duke Energy Corp.* (Feb. 21, 2012); *Exelon Corp.* (Feb. 26, 2010).

In addition, the Staff has permitted exclusion under Rule 14a-8(i)(10) where a company already addressed the underlying concerns and satisfied the essential objectives of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. For example, in *PG&E Corp.* (Mar. 10, 2010), the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company provide a report disclosing, among other things, the company's standards for choosing the organizations to which the company makes charitable contributions and the "business rationale and purpose for each of the charitable contributions." In arguing that the proposal had been substantially implemented, the company referred to a website where the company had described its policies and guidelines for determining the types of grants that it makes and the types of requests that the

company typically does not fund. Although the proposal appeared to contemplate disclosure of each and every charitable contribution, the Staff concluded that the company had substantially implemented the proposal. *See also, e.g., The Wendy's Co.* (Apr. 10, 2019) (permitting exclusion on substantial implementation grounds of a proposal requesting a report assessing human rights risks of the company's operations, including the principles and methodology used to make the assessment, the frequency of assessment and how the company would use the assessment's results, where the company had a code of ethics, a code of conduct for suppliers and disclosed on its website the frequency and methodology of its human rights risk assessments); *MGM Resorts International* (Feb. 28, 2012) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on the company's sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report).

Johnson & Johnson has substantially implemented the Proposal, the essential objective of which is disclosure of the qualifications required to serve on the board of directors of Johnson & Johnson (the "Board") and the skills and experiences possessed by Board members. In particular, the Proposal requests a "description of the specific minimum qualifications that the Board's nominating committee believes must be met by a nominee to be on the [B]oard" and a graphical presentation of each nominee's skills, perspectives and experience. The supporting statement explains that "[b]y providing meaningful disclosure about potential Board members, shareholders will be better able to judge how well-suited individual board nominees are for the Company and whether their listed skills, experience and attributes are appropriate in light of the Company's overall business strategy." The supporting statement also emphasizes that "[d]iversity in board composition is best achieved through highly qualified candidates with a wide range of skills, experience, beliefs, and board independence from management."

Johnson & Johnson's Principles of Corporate Governance (the "Principles") and definitive proxy statement for its 2019 annual meeting (the "Proxy Statement"), both of which are made available on Johnson & Johnson's website and excerpts of which are attached hereto as Exhibit B, contain extensive disclosure regarding the qualifications required to serve on the Board. Specifically, the Principles include an annex titled "General Criteria for Nomination to the Board of Directors of Johnson & Johnson" that sets forth an extensive list of qualifications (the "Criteria") that the Board and Nominating & Governance Committee (the "Committee") consider in evaluating director nominees. The Criteria covers, among other things, the specific skills, perspectives and experiences that qualify a person to be nominated to the Board. For example, the Criteria provides that "the Board should generally seek active and former chief executive officers of public companies and leaders of major

complex organizations, including scientific, government, educational and other non-profit institutions.” In addition, the Board should seek “[d]irectors who are widely recognized as leaders in the fields of medicine or the biological sciences, including those who have received the most prestigious awards and honors in their field.” The Criteria also notes that directors should “be able to offer advice and counsel to the Chief Executive Officer based on such expertise and experience.” Further, the Criteria expresses the Board’s view that the Board should represent a “diverse body, with diversity reflecting differences in skills, regional and industry experience, background, race, ethnicity, gender and other unique characteristics” and states the Board’s commitment “to seeking out highly qualified women and minority candidates as well as candidates with diverse backgrounds, skills and experiences as part of the search process for each [d]irector.” The Criteria are described in detail in Johnson & Johnson’s Proxy Statement. Accordingly, given the disclosure in the Criteria and in the Proxy Statement, Johnson & Johnson publicly discloses precisely what the first prong of the Proposal seeks – “[a] description of the specific minimum qualifications that the Board’s nominating committee believes must be met by a nominee to be on the board of directors.”

In addition, the Proxy Statement discloses information about the Board’s current composition in graphical representations disclosing certain elements of diversity and disclosing director skills and experiences. Specifically, the Proxy Statement includes a chart that lists the key skills and experiences of the director nominees, such as international business strategy, regulatory, healthcare industry, science/technology and academia/government experience, and the number of director nominees with experience in each of the categories represented in the chart. As described in the Proposal’s supporting statement, this graphical representation of director skills and experiences allows shareholders to assess whether the “listed skills, experience and attributes are appropriate in light of the Company’s business strategy” and, therefore, satisfies the second prong of the Proposal.

Given the disclosure on Johnson & Johnson’s website, including the Principles, and in the Proxy Statement, Johnson & Johnson has satisfied the essential objective of the Proposal. Accordingly, the Proposal has been substantially implemented and may be excluded under Rule 14a-8(i)(10).

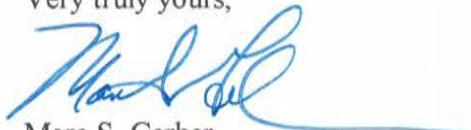
V. Conclusion

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if Johnson & Johnson excludes the Proposal from its 2020 proxy materials.

Office of Chief Counsel
December 12, 2019
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Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of Johnson & Johnson's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

Enclosures

cc: Matthew Orlando
Johnson & Johnson

Justin Danhof, Esq.
General Counsel
The National Center for Public Policy Research

EXHIBIT A

(see attached)



Via FedEx

November 13, 2019

Thomas J. Spellman, Corporate Secretary
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, New Jersey 08933.

Dear Mr. Spellman,

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the Johnson & Johnson (the "Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations.

I submit the Proposal as General Counsel of the National Center for Public Policy Research, which has continuously owned Johnson & Johnson stock with a value exceeding \$2,000 for a year prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company's 2020 annual meeting of shareholders. A Proof of Ownership letter is forthcoming and will be delivered to the Company.

Copies of correspondence or a request for a "no-action" letter should be forwarded to Justin Danhof, Esq, General Counsel, National Center for Public Policy Research, 20 F Street, NW, Suite 700, Washington, DC 20001 and emailed to JDanhof@nationalcenter.org.

Sincerely,

A handwritten signature in black ink that reads "Justin Danhof". The signature is stylized and cursive.

Justin Danhof, Esq.

Enclosure: Shareholder Proposal

True Diversity Board Policy

Resolved, that the shareholders of the Johnson & Johnson (the “Company”) request the Board adopt a policy to disclose to shareholders the following:

1. A description of the specific minimum qualifications that the Board’s nominating committee believes must be met by a nominee to be on the board of directors; and
2. Each nominee’s skills, ideological perspectives, and experience presented in a chart or matrix form.

The disclosure shall be presented to the shareholders through the annual proxy statement and the Company’s website within six (6) months of the date of the annual meeting and updated on an annual basis.

Supporting Statement

We believe that boards that incorporate diverse perspectives can think more critically and oversee corporate managers more effectively. By providing a meaningful disclosure about potential Board members, shareholders will be better able to judge how well-suited individual board nominees are for the Company and whether their listed skills, experience and attributes are appropriate in light of the Company’s overall business strategy.

The Company’s compliance with Item 407(c)(2)(v) of SEC Regulation S-K requires it to identify the minimum skills, experience, and attributes that all board candidates are expected to possess.

Ideological diversity contemplates differences in political/policy beliefs.

True diversity comes from diversity of thought. There is ample evidence that the many companies operate in ideological hegemony that eschews conservative people, thoughts, and values. This ideological echo chamber can result in groupthink that is the antithesis of diversity. This can be a major risk factor for shareholders.

We believe a diverse board is a good indicator of sound corporate governance and a well-functioning board. Diversity in board composition is best achieved through highly qualified candidates with a wide range of skills, experience, beliefs, and board independence from management.

We are requesting comprehensive disclosures about board composition and what qualifications the Company seeks for its Board, therefore we urge shareholders to vote FOR this proposal.



Via FedEx

November 18, 2019

Thomas J. Spellman, Corporate Secretary
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, New Jersey 08933

Dear Mr. Spellman,

Enclosed please find a Proof of Ownership letter from UBS Financial Services Inc. in connection with the shareholder proposal submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations by the National Center for Public Policy Research to Johnson & Johnson on November 13, 2019.

Copies of correspondence or a request for a "no-action" letter should be forwarded to Justin Danhof, Esq, General Counsel, National Center for Public Policy Research, 20 F Street, NW, Suite 700, Washington, DC 20001 and emailed to JDanhof@nationalcenter.org.

Sincerely,

A handwritten signature in black ink, appearing to read "Justin Danhof", is written over a horizontal line. The signature is fluid and cursive in style.

Justin Danhof, Esq.



UBS Financial Services Inc.
1501 K Street NW, Suite 1100
Washington, DC 20005
Tel. 855-594-1054
<http://www.ubs.com/team/cfsgroup>

CFS Group

Anthony Connor
Senior Vice President – Wealth Management
Portfolio Management Program

Bryon Fusini
Senior Vice President – Wealth Management
Financial Advisor

Richard Stein
Senior Wealth Strategy Associate

Dianne Scott
Sr. Registered Client Service Associate

www.ubs.com

Mr. Thomas J. Spellman, Corporate Secretary
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, New Jersey 08933

November 18th, 2019

Confirmation: Information regarding the account of The National Center for Public Policy Research

Dear Mr. Spellman,

The following client has requested UBS Financial Services Inc. to provide you with a letter of reference to confirm its banking relationship with our firm.

The National Center for Public Policy Research has been a valued client of ours since October 2002 and as of the close of business on 11/13/2019, the National Center for Public Policy Research held, and has held continuously for at least one year 45 shares of the Johnson & Johnson common stock. UBS continues to hold the said stock.

Please be aware this account is a securities account not a "bank" account. Securities, mutual funds and other non-deposit investment products are not FDIC-insured or bank guaranteed and are subject to market fluctuation.

Questions

If you have any questions about this information, please contact Dianne Scott at (202) 585-5412.

UBS Financial Services is a member firm of the Securities Investor Protection Corporation (SIPC).

Sincerely,

Grace Benson
UBS Financial Services Inc.

cc: Justin Danhof, Esq., National Center for Public Policy Research

EXHIBIT B

(see attached)

Principles of Corporate Governance

Johnson & Johnson is governed by the values set forth in Our Credo, created by General Robert Wood Johnson in 1943. These values have guided us for many years and will continue to set the tone of integrity for the entire Company. All of us at Johnson & Johnson, the employees, officers and Directors, are committed to the ethical principles embodied in Our Credo.

Our Credo values extend to our corporate governance. In fact, over sixty years ago, General Johnson recognized our responsibility to four groups of stakeholders -- our customers, our employees, our communities and our shareholders. These Principles of Corporate Governance build on the foundation of Our Credo.

We believe that good corporate governance results from sound processes that ensure that our Directors are well supported by accurate and timely information, sufficient time and resources and unrestricted access to management. The business judgment of the Board must be exercised independently and in the long-term interests of our shareholders.

We also believe that ethics and integrity cannot be legislated or mandated by directive or policy. So while we adopt these Principles of Corporate Governance, we reaffirm our belief that the ethical character, integrity and values of our Directors and senior management remain the most important safeguards of corporate governance at Johnson & Johnson.

1. Duties and Responsibilities of the Company and the Board of Directors

Responsibilities of the Board. All Directors are elected annually by the shareholders as their representatives in providing oversight of the operation of the Company. The Directors select, oversee and monitor the performance of the senior management team, which is charged with the day-to-day conduct of the Company's business. The fundamental responsibility of the Directors is to exercise their business judgment on matters of critical and long-term significance to the Company in furtherance of what they reasonably believe to be in the best interest of the Company, and therefore its shareholders.

Board Meetings. Directors are expected to attend Board meetings and meetings of the Committees on which they serve, to spend the time needed and to meet as frequently as necessary to properly discharge their responsibilities. Meetings should include presentations by management and, when appropriate, outside advisors or consultants, as well as sufficient time for full and open discussion.

Written Materials. Written materials that are important to the Board's understanding of the agenda items to be discussed at a Board or Committee meeting should be distributed to the Directors sufficiently in advance of the meeting to allow the Directors the opportunity

to prepare. Directors are expected to review these materials thoroughly in advance of the meeting.

Agenda for Board Meetings. The Chairman of the Board, with participation by the Lead Director, will set the agenda for Board meetings with the understanding that certain items necessary for appropriate Board oversight will be brought to the Board periodically for review, discussion and decision-making. The Lead Director will review, and ultimately approve, the agenda for each Board meeting in advance of the meeting and may request changes as he or she deems appropriate in order to ensure that the interests and requirements of the independent Directors are appropriately addressed. Any Director may request that an item be included on any meeting agenda.

Executive Sessions of Independent Directors. The independent Directors will meet in regular executive sessions without any non-independent Directors or members of management present at least four times each year. The Lead Director will chair these executive sessions. In addition, the independent Directors will hold private meetings with the Chairman and Chief Executive Officer on a regular basis.

Board Leadership Structure. On an annual basis, and at such other times as the Nominating & Corporate Governance Committee deems appropriate (including in connection with a Chief Executive Officer transition), the Nominating & Corporate Governance Committee shall review the Board's leadership structure, including whether the roles of Chairman and Chief Executive Officer should be held by one individual or should be separated. In conducting its review, the Nominating & Corporate Governance Committee shall consider such facts and circumstances as it deems appropriate from time to time.

Chairman of the Board. On an annual basis, the Board will select a member of the Board to serve as Chairman of the Board of Directors to act in accordance with the By-Laws of the Company. The Chairman shall preside at all meetings of shareholders and all Board meetings. The Chairman will perform such other functions as the Board may direct.

Lead Director. On an annual basis, the independent Directors will select an independent member of the Board to serve as Lead Director. The Lead Director will chair executive sessions of the independent Directors and function as the Board may direct. The current duties and responsibilities of the Lead Director, as approved by the Board, are set forth in the attached Annex A.

Conflicts of Interest. Every employee and Director has a duty to avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company or which may affect his or her loyalty to the Company. Each Director must deal at arm's length with the Company and should disclose to the Chairman, a Vice Chairman or the Lead Director any conflict or any appearance of a conflict of interest. Any activity which even appears to present such a conflict must be avoided or terminated, unless after appropriate disclosure and discussion, it is determined that the activity is not harmful to the Company or otherwise improper.

Other Board Seats. A Director should engage in discussion with the Chairman prior to accepting an invitation to serve on an additional public company board. A Director who serves as a chief executive officer (or similar position) should not serve on more than two public company boards (including the Johnson & Johnson board and his or her own board). Other Directors should not serve on more than five public company boards (including the Johnson & Johnson board).

2. Director Qualifications

Independence. It is our goal that at least two-thirds of our Directors should be “independent,” not only as that term may be defined legally or mandated by the New York Stock Exchange, but also without the appearance of any conflict in serving as a Director. To be considered independent under these Principles, the Board must determine that a Director does not have any direct or indirect material relationship with the Company (other than in his or her capacity as a Director). We have established guidelines to assist in determining whether a Director has a direct or indirect material relationship. These guidelines are attached to these Principles as Annex B.

General Criteria for Nomination to the Board. Attached to these Principles as Annex C are the General Criteria for Nomination to the Board which has been adopted by the Nominating & Corporate Governance Committee. These General Criteria set the traits, abilities and experience that the Board looks for in determining candidates for election to the Board. Board appointments will be made on merit, in the context of the qualifications which the Board as a whole requires to be effective, including diversity.

Term Limits. We do not believe that our Directors should be subject to term limits. Due to the complexity of the businesses of the Company, we value the increasing insight which a Director is able to develop over a period of time. We believe that a lengthy tenure on our Board provides an increasing contribution to the Board and is therefore in the interests of our shareholders. However, renomination to the Board is based on an assessment of each Director’s performance and contribution and is not automatic.

Resignation. Directors should offer their resignation in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities. (Also see Annex D for the Director Resignation Policy for Incumbent Directors in Uncontested Elections.)

3. Rights of the Board of Directors

As the elected representatives of the shareholders, the Directors are entitled to certain rights that enable them to fulfill their responsibilities more effectively, including the following:

Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent

General Criteria for Nomination to the Board of Directors of Johnson & Johnson

1. Directors should be of the highest ethical character and share the values of Johnson & Johnson as reflected in the Credo.
2. Directors should have reputations, both personal and professional, consistent with the image and reputation of Johnson & Johnson.
3. Directors should be highly accomplished in their respective fields, with superior credentials and recognition.
4. In selecting Directors, the Board should generally seek active and former chief executive officers of public companies and leaders of major complex organizations, including scientific, government, educational and other non-profit institutions.
5. At the same time, in recognition of the fact that the foundation of the Company is in medical science and technology, the Board should also seek some Directors who are widely recognized as leaders in the fields of medicine or the biological sciences, including those who have received the most prestigious awards and honors in their field.
6. Each Director should have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience.
7. All outside Directors on the Board should be and remain “independent,” not only as that term may be legally defined in SEC and New York Stock Exchange rules and regulations, but also without the appearance of any conflict in serving as a Director. In addition, Directors should be independent of any particular constituency and be able to represent all shareholders of the Company.
8. Each Director should have the ability to exercise sound business judgment.
9. Directors should be selected so that the Board of Directors is a diverse body, with diversity reflecting differences in skills, regional and industry experience, background, race, ethnicity, gender and other unique characteristics. Accordingly, the Board is committed to seeking out highly qualified women and minority candidates as well as candidates with diverse backgrounds, skills and experiences as part of the search process for each Director.
10. The Board also reconfirms the mandatory retirement age of 72.

Approved: January 17, 2017

DIRECTOR NOMINATION PROCESS AND REFRESHMENT AND BOARD COMPOSITION

Director Nomination Process

The Nominating & Corporate Governance Committee of the Board of Directors annually considers the size, composition and needs of the Board, reviews possible candidates for the Board, and recommends the nominees for Directors to the Board for approval. The Committee considers and evaluates suggestions from many sources, including shareholders, regarding possible candidates for Directors. Such suggestions, together with appropriate biographical information, should be submitted to the Office of the Corporate Secretary at our principal office address as set forth on page 103 of this Proxy Statement. Possible candidates suggested by shareholders are evaluated by the Nominating & Corporate Governance Committee in the same manner as other possible candidates.

General Criteria for Nomination to the Board

- The highest ethical character and shared values with Our Credo
- Reputation, both personal and professional, consistent with our image and reputation
- Accomplishment within candidate's field, with superior credentials and recognition
- Active and former chief executive officers of public companies and leaders of major complex organizations, including scientific, government, educational and other non-profit institutions
- Widely recognized leaders in the fields of medicine or biological sciences, including those who have received the most prestigious awards and honors in their fields
- Relevant expertise and experience and the ability to offer advice and guidance to the CEO based on that expertise and experience
- Independence, without the appearance of any conflict in serving as a Director, and independence of any particular constituency with the ability to represent all shareholders
- Ability to exercise sound business judgment
- Diversity, reflecting differences in skills, regional and industry experience, background, race, ethnicity, gender and other unique characteristics

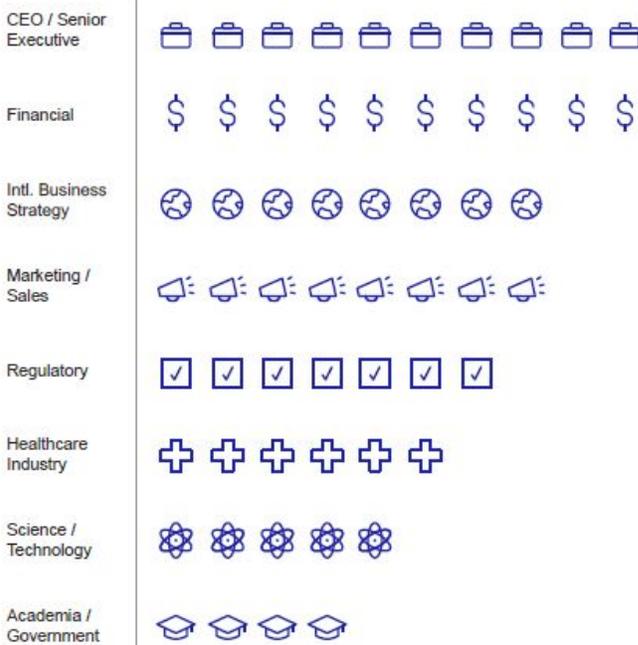
The Board is committed to seeking out highly qualified women and minority candidates and candidates with diverse backgrounds, skills and experiences as part of the search process for each Director. These criteria are incorporated into our Principles of Corporate Governance posted at www.investor.jnj.com/gov.cfm.

Board Nominee Composition

Understanding the importance of board composition and refreshment for effective oversight, the Nominating & Corporate Governance Committee strives to maintain a diverse Board of Directors, reflecting differences in skills, regional and industry experience, background, race, ethnicity, gender and other unique characteristics that are applicable to the company's business strategy. The Board has welcomed a new Director this year and last year, and every year during the period from 2009—2015. The Board has established a robust record of strategic and consistent refreshment, seeking new Directors with appropriate skills, qualifications and backgrounds consistent with the criteria established in our Principles of Corporate Governance. This year, Ms. Marilyn A. Hewson was recommended for nomination by the Nominating & Corporate Governance Committee, in keeping with the Board's commitment to refreshment, diversity and seeking out directors who are active chief executive officers of public companies (see "Nominees" on page 10). Ms. Hewson was recommended for the Committee's consideration by a third party search firm. Below are highlights of the composition of our Director nominees:

BOARD NOMINEE COMPOSITION

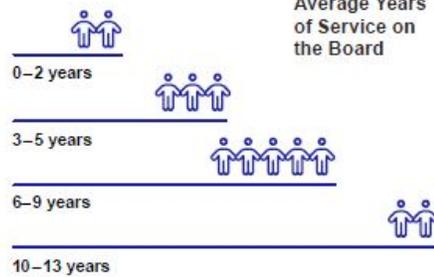
Multidisciplinary Skills



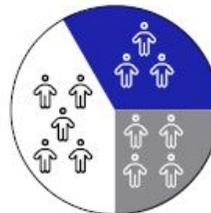
Range of Tenure

5.92

Average Years of Service on the Board



Diverse Backgrounds



3 out of 12
nominees are Hispanic or African-American

4 out of 12
nominees are women