

JOHNSON & JOHNSON DEVELOPMENT CORP ET AL
 Form 5
 January 24, 2012

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
JOHNSON & JOHNSON

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL BIOSENSORS INC [UBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

**ONE JOHNSON & JOHNSON
 PLAZA**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW BRUNSWICK, NJ 08933

___ Form Filed by One Reporting Person
 ___X___ Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 01/12/2011 | Â | S4 | 50,000 D \$ 1.49 | 18,157,030 | I | By Johnson & Johnson Development Corporation (1) |
| Common Stock | 01/13/2011 | Â | S4 | 50,000 D \$ 1.5 | 18,107,038 | I | By Johnson & Johnson Development |

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| | | | | | | | | | |
|--------------|------------|---|----|--------|---|---------|------------|---|---------------------------------------------------------------------------|
| Common Stock | 01/14/2011 | Â | S4 | 50,000 | D | \$ 1.48 | 18,057,030 | I | Corporation (1) By Johnson & Johnson Development Corporation (1) |
| Common Stock | 01/18/2011 | Â | S4 | 50,000 | D | \$ 1.51 | 18,007,030 | I | By Johnson & Johnson Development Corporation (1) |
| Common Stock | 01/19/2011 | Â | S4 | 50,000 | D | \$ 1.52 | 17,957,030 | I | By Johnson & Johnson Development Corporation (1) |
| Common Stock | 01/20/2011 | Â | S4 | 50,000 | D | \$ 1.51 | 17,907,030 | I | By Johnson & Johnson Development Corporation (1) |
| Common Stock | 01/21/2011 | Â | S4 | 50,000 | D | \$ 1.51 | 17,857,030 | I | By Johnson & Johnson Development Corporation (1) |
| Common Stock | 01/24/2011 | Â | S4 | 50,000 | D | \$ 1.51 | 17,807,030 | I | By Johnson & Johnson Development Corporation (1) |
| Common Stock | 01/25/2011 | Â | S4 | 73 | D | \$ 1.52 | 17,806,957 | I | By Johnson & Johnson Development Corporation (1) |
| Common Stock | 01/27/2011 | Â | S4 | 17,869 | D | \$ 1.51 | 17,789,088 | I | By Johnson & Johnson Development Corporation (1) |
| Common Stock | 01/28/2011 | Â | S4 | 50,000 | D | \$ 1.52 | 17,739,088 | I | By Johnson & Johnson Development Corporation |

| | | | | | | | | | |
|--------------|------------|---|----|--------|---|---------|------------|---|------------------------------------------------------------|
| Common Stock | 01/31/2011 | Â | S4 | 50,000 | D | \$ 1.5 | 17,689,088 | I | <u>(1)</u> By Johnson & Johnson Development Corporation |
| Common Stock | 02/01/2011 | Â | S4 | 50,000 | D | \$ 1.52 | 17,639,088 | I | <u>(1)</u> By Johnson & Johnson Development Corporation |
| Common Stock | 02/02/2011 | Â | S4 | 50,000 | D | \$ 1.53 | 17,589,088 | I | <u>(1)</u> By Johnson & Johnson Development Corporation |
| Common Stock | 02/07/2011 | Â | S4 | 50,000 | D | \$ 1.38 | 17,584,088 | I | <u>(1)</u> By Johnson & Johnson Development Corporation |
| Common Stock | 02/08/2011 | Â | S4 | 10,000 | D | \$ 1.37 | 17,574,088 | I | <u>(1)</u> By Johnson & Johnson Development Corporation |
| Common Stock | 02/09/2011 | Â | S4 | 22 | D | \$ 1.36 | 17,574,066 | I | <u>(1)</u> By Johnson & Johnson Development Corporation |
| Common Stock | 02/11/2011 | Â | S4 | 22,463 | D | \$ 1.38 | 17,551,603 | I | <u>(1)</u> By Johnson & Johnson Development Corporation |
| Common Stock | 02/15/2011 | Â | S4 | 5,000 | D | \$ 1.36 | 17,546,603 | I | <u>(1)</u> By Johnson & Johnson Development Corporation |
| Common Stock | 02/16/2011 | Â | S4 | 5,000 | D | \$ 1.36 | 17,541,603 | I | <u>(1)</u> By Johnson & Johnson Development Corporation |

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| | | | | | | | | | |
|--------------|------------|---|----|--------|---|---------|------------|---|---------------------------------------------------------|
| Common Stock | 02/17/2011 | Â | S4 | 5,000 | D | \$ 1.35 | 17,536,603 | I | By Johnson & Johnson Development Corporation <u>(1)</u> |
| Common Stock | 02/18/2011 | Â | S4 | 5,000 | D | \$ 1.36 | 17,531,603 | I | By Johnson & Johnson Development Corporation <u>(1)</u> |
| Common Stock | 02/23/2011 | Â | S4 | 37,279 | D | \$ 1.52 | 17,494,324 | I | By Johnson & Johnson Development Corporation <u>(1)</u> |
| Common Stock | 02/25/2011 | Â | S4 | 2,590 | D | \$ 1.42 | 17,491,734 | I | By Johnson & Johnson Development Corporation <u>(1)</u> |
| Common Stock | 02/28/2011 | Â | S4 | 1,083 | D | \$ 1.42 | 17,490,651 | I | By Johnson & Johnson Development Corporation <u>(1)</u> |
| Common Stock | 03/01/2011 | Â | S4 | 34 | D | \$ 1.42 | 17,490,617 | I | By Johnson & Johnson Development Corporation <u>(1)</u> |
| Common Stock | 03/03/2011 | Â | S4 | 10,000 | D | \$ 1.42 | 17,480,617 | I | By Johnson & Johnson Development Corporation <u>(1)</u> |
| Common Stock | 03/04/2011 | Â | S4 | 24,000 | D | \$ 1.42 | 17,456,617 | I | By Johnson & Johnson Development Corporation <u>(1)</u> |
| Common Stock | 03/07/2011 | Â | S4 | 25,000 | D | \$ 1.42 | 17,431,617 | I | By Johnson & Johnson Development Corporation <u>(1)</u> |

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

SEC 2270
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is F (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
| | | | | | | Date Exercisable (A) | Expiration Date (D) | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933 | Â | Â X | Â | Â |
| JOHNSON & JOHNSON DEVELOPMENT CORP ET AL ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933 | Â | Â X | Â | Â |

Signatures

| | |
|------------------------------------------------------------------------|------------|
| /s/ Douglas Chia, Secretary of Johnson & Johnson | 01/20/2012 |
| __Signature of Reporting Person | Date |
| /s/ Jayne Zall, Secretary of Johnson & Johnson Development Corporation | 01/20/2012 |
| __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) The securities reported as being indirectly beneficially owned by the Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the Reporting Person.

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Remarks:

First of Two Forms

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.