

JOHNSON & JOHNSON
Form SC 13G/A
April 05, 2002

CUSIP No.743697 10 4

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)1

PROTEIN POLYMER TECHNOLOGIES, INC.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

743697 10 4

(CUSIP Number)

March 30, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

1 The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter disclosures provided in a prior cover page. The information required on
the remainder of this cover page shall not be deemed to be "filed" for the
purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise
subject to the liabilities of that section of the Act but shall be subject to
all other provisions of the Act.

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Johnson & Johnson
22-1024240

2. CHECK THE APPROPRIATE BOX IF (a) []
A MEMBER OF A GROUP (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

5. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
-0-

6. SHARED VOTING POWER
7,260,258 shares of Common Stock
(includes shares issuable upon exercise of warrants and conversion of Convertible Preferred Stock)

7. SOLE DISPOSITIVE POWER
-0-

8. SHARED DISPOSITIVE POWER
7,260,258 shares of Common Stock
(includes shares issuable upon exercise of warrants and conversion of Convertible Preferred Stock)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,260,258 shares of Common Stock
(includes shares issuable upon exercise of warrants and conversion of Convertible Preferred Stock)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
25.9%

12. TYPE OF REPORTING PERSON
CO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Johnson & Johnson Development Corporation
22-2007137

2. CHECK THE APPROPRIATE BOX IF (a) []
A MEMBER OF A GROUP (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

NUMBER OF 5. SOLE VOTING POWER
SHARES
BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH
-0-

6. SHARED VOTING POWER

7,260,258 shares of Common Stock
(includes shares issuable upon exercise
of warrants and conversion of Convertible
Preferred Stock)

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

7,260,258 shares of Common Stock
(includes shares issuable upon
exercise of warrants and conversion
of Convertible Preferred Stock)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,260,258 shares of Common Stock
(includes shares issuable upon exercise of warrants and conversion of
Convertible Preferred Stock)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

25.9%

12. TYPE OF REPORTING PERSON

CO

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Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with
the Securities and Exchange Commission on February 14, 2002 (the "Schedule

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13G"). Terms defined in the Schedule 13G are used herein as so defined. This amendment is being filed solely to correct the number of shares beneficially owned by the filing persons as of December 31, 2001 as reported in the Schedule 13G.

The following items of the Schedule 13G are hereby amended and restated as follows:

ITEM 4 - OWNERSHIP:

(a) Amount Beneficially Owned:

J&J: 7,260,258 shares of Common Stock (includes shares issuable upon exercise of warrants and conversion of Convertible Preferred Stock)
JJDC: 7,260,258 shares of Common Stock (includes shares issuable upon exercise of warrants and conversion of Convertible Preferred Stock)

(b) Percent of Class:

J&J: 25.9%
JJDC: 25.9%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote:

J&J: 7,260,258 shares of Common Stock (includes shares issuable upon exercise of warrants and conversion of Convertible Preferred Stock)
JJDC: 7,260,258 shares of Common Stock (includes shares issuable upon exercise of warrants and conversion of Convertible Preferred Stock)

(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of:

J&J: 7,260,258 shares of Common Stock (includes shares issuable upon exercise of warrants and conversion of Convertible Preferred Stock)
JJDC: 7,260,258 shares of Common Stock (includes shares issuable upon exercise of warrants and conversion of Convertible Preferred Stock)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

JOHNSON & JOHNSON

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By /s/ MICHAEL H. ULLMAN

Name: Michael H. Ullmann
Title: Secretary

Dated: April 2, 2002

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By /s/ ERIC B. JUNG

Name: Eric B. Jung
Title: Secretary

Dated: April 2, 2002