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

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)*

DURECT CORPORATION

(Name of Issuer)

Common Stock, $.001 par value per share

(Title of Class of Securities)

266605 10 4

(CUSIP Number)

December 31, 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)

[X] Rule 13d-1(d)

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* 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.

CUSIP No. 266605 10 4 Page 2 of 5 Pages

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 MEMBER OF A GROUP (a) [ ] (b) [ ]
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION New Jersey
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER -0-
	6. SHARED VOTING POWER 7,600,000 shares of Common Stock (includes shares issuable upon exercise of warrants)
	7. SOLE DISPOSITIVE POWER -0-
	8. SHARED DISPOSITIVE POWER 7,600,000 shares of Common Stock (includes shares issuable upon exercise of warrants)
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,600,000 shares of Common Stock (includes shares issuable upon exercise of warrants)
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 15.5%
12.	TYPE OF REPORTING PERSON CO

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

Alza Corporation
77-0142070

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER -0-
	6.	SHARED VOTING POWER 7,600,000 shares of Common Stock (includes shares issuable upon exercise of warrants)
	7.	SOLE DISPOSITIVE POWER -0-
	8.	SHARED DISPOSITIVE POWER 7,600,000 shares of Common Stock (includes shares issuable upon exercise of warrants)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,600,000 shares of Common Stock
(includes shares issuable upon exercise of warrants)

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

[ ]

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

15.5%

12. TYPE OF REPORTING PERSON

CO

Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed by Alza Corporation with the Securities and Exchange Commission on February 14, 2001 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

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

ITEM 2(a) - NAME OF PERSON FILING:

This statement is being filed by Johnson & Johnson, a New Jersey corporation ("J&J"), and Alza Corporation, a Delaware corporation ("Alza"). Alza is a wholly-owned subsidiary of J&J, pursuant to the merger of a wholly- owned subsidiary of J&J with and into Alza on June 22, 2001. The securities reported herein as being held by J&J and Alza are directly beneficially owned by Alza. J&J may be deemed to indirectly beneficially own the securities that are directly beneficially owned by Alza.

ITEM 2(b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:

J&J: One Johnson & Johnson Plaza
New Brunswick, NJ 08933

Alza: 1900 Charleston Rd.
Mountain View, CA 94309

ITEM 2(c) - CITIZENSHIP:

J&J: New Jersey
Alza: Delaware

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

By /s/ MICHAEL H. ULLMANN

Name: Michael H. Ullmann
Title: Secretary

Dated: April 2, 2002

ALZA CORPORATION

By /s/ LAURENCE RICKLES

Name: Laurence Rickles
Title: Assistant Secretary

Dated: April 2, 2002