

TENGION INC  
Form SC 13G  
February 10, 2011

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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

Tengion, Inc.  
(Name of Issuer)

Common Stock, \$.001 par value  
(Title of Class of Securities)

880346109  
(CUSIP Number)

April 9, 2010  
(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)

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1The 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)	Name of Reporting Person		Johnson & Johnson	
	I.R.S. Identification		22-1024240	
	No. of Above Person (Entities Only)			
2)	Check the Appropriate Box	(a) <input type="checkbox"/>		
	if a Member of a Group	(b) <input type="checkbox"/>		
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	1,194,654
		7)	Sole Dispositive Power	-0-
		8)	Shared Dispositive Power	1,194,654
9)	Aggregate Amount Beneficially Owned by Each Reporting Person		1,194,654	
10)	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="checkbox"/>		
11)	Percent of Class Represented by Amount in Row (9)		9.7%	
12)	Type of Reporting Person		CO	

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1)	Name of Reporting Person	Johnson & Johnson Development Corporation	
	I.R.S. Identification	22-2007137	
	No. of Above Person (Entities Only)		
2)	Check the Appropriate Box if a Member of a Group	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
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 1,194,654
		7)	Sole Dispositive Power -0-
		8)	Shared Dispositive Power 1,194,654
9)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,194,654	
10)	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	<input type="checkbox"/>	
11)	Percent of Class Represented by Amount in Row (9)	9.7%	
12)	Type of Reporting Person	CO	

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Schedule 13G

ITEM 1(a) - NAME OF ISSUER:

Tengion, Inc.

ITEM 1(b) - ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2900 Potshop Lane, Suite 100  
East Norriton, PA 19403

ITEM 2(a) - NAME OF PERSON FILING:

This statement is being filed by Johnson & Johnson, a New Jersey corporation ("J&J"), and Johnson & Johnson Development Corporation, a New Jersey corporation ("JJDC"). JJDC is a wholly-owned subsidiary of J&J. The securities reported herein as being held by J&J and JJDC are directly beneficially owned by JJDC. J&J may be deemed to indirectly beneficially own the securities that are directly beneficially owned by JJDC.

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

One Johnson & Johnson Plaza  
New Brunswick, NJ 08933

ITEM 2(c) - CITIZENSHIP:

J&J: New Jersey  
JJDC: New Jersey

ITEM 2(d) - TITLE OF CLASS OF SECURITIES:

Common Stock, \$.001 par value per share ("Common Stock")

ITEM 2(e) - CUSIP NUMBER:

88034G109

ITEM 3 - STATEMENTS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C):

Not applicable.

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ITEM 4 - OWNERSHIP:

(a) Amount Beneficially Owned:

J&J: 1,194,654 shares of Common Stock  
JJDC: 1,194,654 shares of Common Stock

(b) Percent of Class:

J&J: 9.7% \*  
JJDC: 9.7% \*

\* Based on 12,356,436 shares outstanding as of October 26, 2010 as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2010 filed with the Securities and Exchange Commission on November 2, 2010.

(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: 1,194,654 shares of Common Stock  
JJDC: 1,194,654 shares of Common 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: 1,194,654 shares of Common Stock  
JJDC: 1,194,654 shares of Common Stock

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7 - IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

Not applicable.

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ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10 - CERTIFICATION:

Not applicable.

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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/ DOUGLAS CHIA  
Name: Douglas Chia  
Title: Secretary

JOHNSON & JOHNSON DEVELOPMENT  
CORPORATION

By: /s/ JAYNE ZALL  
Name: Jayne Zall  
Title: Secretary

Date: February 10, 2011