

AQUINOX PHARMACEUTICALS, INC
 Form 4
 March 12, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
AQUINOX PHARMACEUTICALS, INC [AQXP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**ONE JOHNSON & JOHNSON
 PLAZA**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2014

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

NEW BRUNSWICK, NJ 08933

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | | Code V | Amount | (A) or (D) | Price | | |
| Common Stock | 03/12/2014 | | C | 1,392,094 | A | ② | 1,392,094 | I | Johnson & Johnson Development Corporation (1) |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series A-1 Preferred Stock | (2) | 03/12/2014 | | C | 255,681 | (2) (2) | Common Stock | 255,681 |
| Series A-2 Preferred Stock | (2) | 03/12/2014 | | C | 170,454 | (2) (2) | Common Stock | 170,454 |
| Series B-1 Preferred Stock | (2) | 03/12/2014 | | C | 293,884 | (2) (2) | Common Stock | 293,884 |
| Series B-2 Preferred Stock | (2) | 03/12/2014 | | C | 292,532 | (2) (2) | Common Stock | 292,532 |
| Series C Preferred Stock | (2) | 03/12/2014 | | C | 379,543 | (2) (2) | Common Stock | 379,543 |

Reporting Owners

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

