

Aldeyra Therapeutics, Inc.
Form 4
May 05, 2014

FORM 4

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

OMB APPROVAL

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

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
Aldeyra Therapeutics, Inc. [ALDX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2014

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

(Street)
NEW BRUNSWICK, NJ 08933

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	05/01/2014		C		1,724,478	A	\$ 0 (2)	1,724,478	I	Johnson & Johnson Development Corporation (1)
Common Stock	05/01/2014		M		36,345	A	\$ 5.16	1,760,823	I	Johnson & Johnson Development Corporation (1)
Common Stock	05/01/2014		F		23,438	D	\$ 8	1,737,385	I	Johnson & Johnson

Common Stock	05/01/2014	M	36,345	A	\$ 5.16	1,773,730	I	Development Corporation (1) Johnson & Johnson Development Corporation (1) Johnson & Johnson Development Corporation (1)
Common Stock	05/01/2014	F	23,438	D	\$ 8	1,750,292	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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Preferred Stock	(2)	05/01/2014		C	385,800	(2) (2)	Common Stock 915,3
Non-Voting Series A Preferred Stock	(2)	05/01/2014		C	104,396	(2) (2)	Common Stock 247,6
Series B Preferred Stock	(2)	05/01/2014		C	427,591	(2) (2)	Common Stock 427,5

Non-Voting Series B Preferred Stock	(2)	05/01/2014	C	133,827	(2)	(2)	Common Stock	133,8
Series B Preferred Stock Warrant (Right to Buy)	\$ 5.16	05/01/2014	M	36,345	(2)(3)	12/20/2017	Common Stock (2)(3)	36,3
Series B Preferred Stock Warrant (Right to Buy)	\$ 5.16	05/01/2014	M	36,345	(2)(3)	08/14/2018	Common Stock (2)(3)	36,3

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 ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933		X		

Signatures

Douglas Chia, Secretary of Johnson & Johnson	05/02/2014
**Signature of Reporting Person	Date
Steven M. Rosenberg, Secretary of Johnson & Johnson Development Corporation	05/02/2014
**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 designated Reporting Person are directly beneficially owned by Johnson & Johnson Development Corporation, a wholly-owned subsidiary of the designated Reporting Person.
- (2) All outstanding shares of the Issuer's preferred stock automatically converted into Common Stock immediately following declaration of effectiveness of the Issuer's Registration Statement for no additional consideration. Each share of Series A Preferred Stock and Non-Voting Series A Preferred Stock converted into shares of Common Stock on a 2.3726-for-1 basis and each share of Series B Preferred Stock and Non-Voting Series B Preferred Stock automatically converted into shares of Common Stock on a 1-for-1 basis.
- (3)

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All outstanding warrants were net exercised for shares of the Issuer's Series B Preferred Stock and subsequently automatically converted into Common Stock following declaration of effectiveness of the Issuer's Registration Statement for no additional consideration. Each share of Series B Preferred Stock automatically converted into shares of Common Stock on a 1-for-1 basis.

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