

BECTON HENRY P JR
Form 4
February 02, 2010

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 *
BECTON HENRY P JR

2. Issuer Name and Ticker or Trading Symbol
BECTON DICKINSON & CO
[BDX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O BECTON, DICKINSON AND COMPANY, 1 BECTON DRIVE

01/29/2010

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FRANKLIN LAKES, NJ 07417

(City) (State) (Zip)

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	01/29/2010		M		2,934	A	\$ 25.63
Common Stock	01/29/2010		S		2,934	D	\$ 76.51
Common Stock	01/29/2010		S		5,000	D	\$ 75.78
Common Stock	02/01/2010		S		700	D	\$ 75.93
						I	See footnote (1)
						I	See footnote (2)

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Common Stock	02/01/2010	S	10,398	D	\$ 75.36	16,200	I	See footnote (3)
Common Stock	02/02/2010	A	<u>1,953</u> (4)	A	\$ 0	17,008	D	
Common Stock						196,553	I	See footnote (5)
Common Stock						36,988	I	By wife (6)
Common Stock						14,050	I	See footnote (7)
Common Stock						278,160	I	See footnote (8)

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

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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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 25.63	01/29/2010		M	2,934	02/08/2002(9) 02/08/2010	Common Stock	2,934

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BECTON HENRY P JR
C/O BECTON, DICKINSON AND COMPANY X
1 BECTON DRIVE
FRANKLIN LAKES, NJ 07417

Signatures

Patricia Walesiewicz, by power of attorney for Henry P.
Becton, Jr.

02/02/2010

__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) Held in trust and/or limited liability company for benefit of reporting person.
- (2) By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
- (3) Represents shares held in certain trusts of which reporting person is a co-trustee. These shares were formerly in trust for reporting person's parent.
- (4) Represents restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (5) Represents shares held in trust for sibling of which reporting person is a co-trustee.
- (6) Represents shares held in trust and directly by spouse.
- (7) By trust for benefit of reporting person and his siblings, of which he is a co-trustee.
- (8) Represents shares held in trust for parent of which reporting person is a co-trustee.
- (9) The option became 50% exercisable on February 8, 2002 and fully exercisable on February 8, 2003.

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.