

Rhodes William E.
Form 3
October 12, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Rhodes William E.
(Last) (First) (Middle)

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

(Street)

FRANKLIN
LAKES, Â NJ Â 07417

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
10/03/2011

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Senior Vice President

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

4,077 ⁽¹⁾

D

Â

Common Stock

1,286

I

SIP Trust ⁽²⁾

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of
Indirect Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Appreciation Rights	11/21/2007 ⁽³⁾	11/21/2016	Common Stock	5,894	\$ 71.72	D	Â
Stock Appreciation Rights	11/20/2008 ⁽⁴⁾	11/20/2017	Common Stock	5,768	\$ 84.33	D	Â
Stock Appreciation Rights	11/25/2009 ⁽⁵⁾	11/25/2018	Common Stock	8,228	\$ 62.5	D	Â
Stock Appreciation Rights	11/24/2010 ⁽⁶⁾	11/24/2019	Common Stock	9,224	\$ 75.63	D	Â
Stock Appreciation Rights	11/23/2011 ⁽⁷⁾	11/23/2020	Common Stock	9,818	\$ 76.64	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhodes William E. C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417	Â	Â	Â Senior Vice President	Â

Signatures

Richard Stout, by power of attorney for William E. Rhodes 10/12/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,373 restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (2) Represents shares of common stock held under the Becton, Dickinson and Company Savings Incentive Plan (the "SIP"). The information presented for the SIP is as of September 30, 2011.
- (3) The stock appreciation rights vest in four annual installments beginning November 21, 2007.
- (4) The stock appreciation rights vest in four annual installments beginning November 20, 2008.
- (5) The stock appreciation rights vest in four annual installments beginning November 25, 2009.
- (6) The stock appreciation rights vest in four annual installments beginning November 24, 2010.
- (7) The stock appreciation rights vest in four annual installments beginning November 23, 2011.

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.