

BECTON DICKINSON & CO  
 Form 4  
 November 07, 2007

**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 \*  
 Boles Donna M

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior VP - Human Resources

(Last) (First) (Middle)  
 BECTON, DICKINSON AND  
 COMPANY, 1 BECTON DRIVE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/06/2007

FRANKLIN LAKES, NJ 07417

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/06/2007		M	A	2,200	\$ 27.91	6,586 D
Common Stock	11/06/2007		M	A	1,212	\$ 31.85	7,798 D
Common Stock	11/06/2007		M	A	8,538	\$ 32.49	16,336 D
Common Stock	11/06/2007		S	D	11,950	\$ 80.04	4,386 D
					(1)		
						1,880 (2)	I SIP Trust

Common  
Stock

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

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SEC 1474  
(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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Employee Stock Option (right to buy)	\$ 27.91	11/06/2007		M	2,200	01/24/2002 <sup>(3)</sup> 01/24/2010	Common Stock	2,200	
Employee Stock Option (right to buy)	\$ 31.85	11/06/2007		M	1,212	11/27/2002 <sup>(4)</sup> 11/27/2010	Common Stock	1,212	
Employee Stock Option (right to buy)	\$ 32.49	11/06/2007		M	8,538	11/27/2003 <sup>(5)</sup> 11/27/2011	Common Stock	8,538	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boles Donna M BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE			Senior VP - Human Resources	

FRANKLIN LAKES, NJ 07417

## Signatures

Patricia Walesiewicz, by power of attorney for Donna M.  
Boles

11/07/2007

\_\_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 reported sale price reflects an average price for seven separate transactions. The actual sales prices for the transactions ranged from \$80 through \$80.20.
- (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 October 31, 2007.
- (3) The option became 50% exercisable on January 24, 2002 and fully exercisable on January 24, 2003.
- (4) The option became 50% exercisable on November 27, 2002 and fully exercisable on November 27, 2003.
- (5) The option became 50% exercisable on November 27, 2003 and fully exercisable on November 27, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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