

Boles Donna M
Form 3
June 09, 2005

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 Boles Donna M
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 06/01/2004

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)

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

(Street)

FRANKLIN LAKES,Â NJÂ 07417

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Executive VP - Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	904 ⁽¹⁾	D	Â
Common Stock	1,658	I	SIP ⁽²⁾

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

SEC 1473 (7-02)

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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)
Employee Stock Option (right to buy)	01/24/2002 ⁽³⁾	01/24/2010	Common Stock	2,200	\$ 27.9063	D	Â
Employee Stock Option (right to buy)	11/27/2002 ⁽⁴⁾	11/27/2010	Common Stock	5,000	\$ 31.845	D	Â
Employee Stock Option (right to buy)	11/27/2002 ⁽⁵⁾	11/27/2011	Common Stock	12,000	\$ 32.49	D	Â
Employee Stock Option (right to buy)	11/25/2003 ⁽⁶⁾	11/25/2012	Common Stock	11,000	\$ 29.99	D	Â
Employee Stock Option (right to buy)	11/24/2004 ⁽⁷⁾	11/24/2013	Common Stock	12,000	\$ 38.775	D	Â
Employee Stock Option (right to buy)	11/23/2005 ⁽⁸⁾	11/23/2014	Common Stock	5,731	\$ 54.41	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Boles Donna M C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417	Â	Â	Â	Executive VP - Human Resources	Â

Signatures

Patricia Walesiewicz, by power of attorney for Donna M. Boles 06/09/2005

__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) Reflects 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 June 1, 2005.
- (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 vests in four annual installments beginning November 27, 2002.
- (6) The option vests in four annual installments beginning November 25, 2003.
- (7) The option vests in four annual installments beginning November 24, 2004.

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(8) The option vests in four annual installments beginning November 23, 2005.

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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