BECTON DICKINSON & CO

Form 4

January 08, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHERMAN JEFFREY S

2. Issuer Name and Ticker or Trading

Issuer

BECTON DICKINSON & CO

[BDX]

Symbol

(Check all applicable)

Sr. VP and General Counsel

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 01/05/2007

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

5. Relationship of Reporting Person(s) to

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

(Street)

(State)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

FRANKLIN LAKES, NJ 07417

						• •		•
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (E))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
						Reported		
				(A)		Transaction(s)		
			~	or		(Instr. 3 and 4)		
			Code V	Amount (D)	Price			
Common Stock	01/05/2007		A	$\frac{1,468}{(1)}$ A	\$0	17,770	D	

Common

Stock

(City)

I

SIP Trust

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

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316 (2)

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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)	4. Transactic Code (Instr. 8)	5. Number of or 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)		8. P Deri Secu (Ins
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Rights to Common Stock	\$ 0 (3)	01/05/2007	A	12,792 (4)	<u>(5)</u>	<u>(5)</u>	Common Stock	12,792	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SHERMAN JEFFREY S C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417

Sr. VP and General Counsel

Signatures

Patricia Walesiewicz, by power of attorney for Jeffrey S.
Sherman
01/08/2007

**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) Represents restricted stock units.
- (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 December 31, 2006.
- (3) The securities convert to common stock on a one-for-one basis.
- Includes 7,675 shares of BD common stock distributable upon the vesting of performance units awarded on November 24, 2003, which were voluntarily deferred. Also includes 5,117 shares distributable under the award in installments on November 24, 2007 and November 24, 2008.
- (5) The securities are generally distributed upon termination, or following retirement on the date of dates specified by the reporting person. 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.

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