

BECTON HENRY P JR
Form 4
January 21, 2011

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 *
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)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2010

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

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	12/15/2010		G		50	D	\$ 0	11,400	I	See footnote (1)
Common Stock	01/19/2011		M		1,299	A	\$ 84.52	121,841	I	See footnote (2)
Common Stock								517,860	I	See footnote (3)
Common								37,166	I	By wife (4)

Stock				
Common Stock		108,712	I	See footnote <u>(5)</u>
Common Stock		16,200	I	See footnote <u>(6)</u>
Common Stock		70,000	I	By GRATs
Common Stock		17,236	D	

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Rights to Common Stock Under 1996 Directors Deferral Plan	<u>(7)</u>	01/19/2011		M	1,299	01/19/2011 01/19/2011	Common Stock	1,299	

Reporting Owners

Reporting Owner Name / Address

Relationships

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.

01/21/2011

__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) By trust for benefit of reporting person and his siblings, of which he is a co-trustee.
- (2) Held in trust and/or limited liability company for benefit of reporting person.
Represents shares held in a limited liability company (the "LLC") in which the reporting person had previously held a passive interest.
- (3) The reporting person obtained investment control upon the death of his father in October 2009. The reporting person disclaims beneficial interest in the shares except to the extent in the LLC.
- (4) Represents shares held in trust and directly by spouse.
- (5) By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
- (6) 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.
- (7) The securities convert to common stock on a one-for-one basis.

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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