

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>COHEN GARY M</u>  (Last) (First) (Middle) <u>C/O BECTON, DICKINSON AND COMPANY</u> <u>1 BECTON DRIVE</u>  (Street) <u>FRANKLIN LAKES NJ 07417</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BECTON DICKINSON &amp; CO [ BDX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>President - BD Medical</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/22/2003		G	V	313	D	\$0	25,060	D	
Common Stock	12/23/2003		G	V	325	D	\$0	24,735	D	
Common Stock	12/24/2003		G	V	27	D	\$0	24,708	D	
Common Stock	12/26/2003		G	V	188	D	\$0	24,520	D	
Common Stock	12/30/2003		G	V	50	D	\$0	24,470	D	
Common Stock	02/19/2004		M		97,612	A	\$20.0325	122,159 <sup>(1)</sup>	D	
Common Stock	02/19/2004		M		2,030	A	\$24.8125	124,189	D	
Common Stock	02/19/2004		M		3,406	A	\$29.3438	127,595	D	
Common Stock	02/19/2004		S		97,612	D	\$48.95	29,983	D	
Common Stock								10,287	I	SIP Trust <sup>(2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$20.0325	02/19/2004		M			97,612	01/22/1996	01/22/2006	Common Stock	97,612	\$0	0	D	
Employee Stock Option (right to buy)	\$24.8125	02/19/2004		M			2,030	01/27/1997 <sup>(3)</sup>	01/27/2007	Common Stock	2,030	\$0	102,538	D	
Employee Stock Option (right to buy)	\$29.3438	02/19/2004		M			3,406	01/26/1998 <sup>(4)</sup>	01/26/2008	Common Stock	3,406	\$0	46,594	D	

**Explanation of Responses:**

- Includes 77 shares acquired on January 2, 2004 through dividend reinvestment.
- 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 January 31, 2004. Mr. Cohen also has an interest in 469 shares of Series B Convertible Preferred Stock under the SIP, which are convertible into 3,001 shares of common stock.
- The option became fully exercisable on January 27, 2000.
- The option became fully exercisable on January 26, 2001.

**Remarks:**

Patricia Walesiewicz, by power of attorney for Gary M. Cohen 02/23/2004

\*\* Signature of Reporting Person Date

\* 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).

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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