

OMB APPROVAL	
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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>CONSIDINE JOHN R</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 & 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>Executive VP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2004</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2004		M		135,000	A	\$27.7813	167,902	D	
Common Stock	11/10/2004		S		131,401	D	\$53.5588	36,501	D	
Common Stock	11/11/2004		M		15,000	A	\$27.7813	51,501	D	
Common Stock	11/11/2004		S		15,000	D	\$53.518	36,501	D	
Common Stock								797 ⁽¹⁾	I	SIP Trust

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					
Employee Stock Option (right to buy)	\$27.7813	11/10/2004		M			135,000	(2)	06/11/2010	Common Stock 135,000	\$0	165,000	D	
Employee Stock Option (right to buy)	\$27.7813	11/11/2004		M			15,000	(2)	06/11/2010	Common Stock 15,000	\$0	150,000	D	

Explanation of Responses:

- Represents shares of common stock held under the Becton, Dickinson and Company Savings Incentive Plan (the "SIP"). Mr. Considine also has an interest in 132 shares of Series B Convertible Preferred Stock under the SIP, which are convertible into 844 shares of common stock. The information presented for the SIP is as of October 31, 2004.
- The option became 50% exercisable on June 12, 2002 and fully exercisable on June 12, 2003.

Remarks:

Patricia Walesiewicz, by power of attorney for John R. Considine 11/12/2004

** Signature of Reporting Person Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.