

| 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 *<br><u>BECTON HENRY P JR</u><br><br>(Last) (First) (Middle)<br><u>C/O BECTON, DICKINSON AND COMPANY</u><br><u>1 BECTON DRIVE</u><br><br>(Street)<br><u>FRANKLIN LAKES NJ 07417</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BECTON DICKINSON &amp; CO [ BDX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/31/2006</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                    | 01/31/2006                           |  | A                              |   | 1,867.85  | A          | \$0   | 4,306.56 <sup>(1)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 114,345   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 946,382   | I  | See footnote <sup>(3)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 104,390   | I  | See footnote <sup>(3)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 119,800   | I  | See footnote <sup>(4)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 109,215   | I  | See footnote <sup>(5)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 36,920 <sup>(6)</sup>   | I  | By wife   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 1,600 <sup>(6)</sup>  | I  | By daughter   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 32,000  | I  | See footnote <sup>(7)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |       | 5,212   | D  |   |

**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 |
| Rights to Common Stock Under 1996 Directors Deferral Plan | (8)  | 01/31/2006                           |  | A                              |   | 293.75   |     | (9)  | (9)             | Common Stock  | 293.75                                     | \$64.69  | 25,938.94   | D  |       |

**Explanation of Responses:**

- Represents restricted stock units awarded under the 2004 Employee and Director Equity-Based Compensation Plan, including units acquired through dividend reinvestment.
- Held in trust and/or limited liability company for benefit of reporting person.
- Represents shares held in trust for parent of which reporting person has become a co-trustee.
- Represents shares held in trust for sibling of which reporting person is a co-trustee.
- By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
- Beneficial ownership of these securities is expressly disclaimed.
- Held in charitable remainder trust of which reporting person is a remainder beneficiary.
- The securities convert to common stock on a one-for-one basis.
- The securities are distributed following termination of the reporting person's service as a director, or on the date or dates specified by the reporting person.

**Remarks:**

Patricia Walesiewicz, by power of attorney for Henry P. Becton, Jr. 02/02/2006

\*\* 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.

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