

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

**ANNUAL 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

1. Name and Address of Reporting Person * <u>BECTON HENRY P JR</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>09/30/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>11/09/2007</u>	

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/22/2006 <sup>(1)</sup>		G	76,388	A	\$0	224,438	I	See footnote <sup>(2)</sup>
Common Stock	12/22/2006 <sup>(1)</sup>		G	76,388	A	\$0	230,743	I	See footnote <sup>(3)</sup>
Common Stock	02/13/2007 <sup>(1)</sup>		G	2,675	D	\$0	937,047	I	See footnote <sup>(4)</sup>
Common Stock	02/13/2007 <sup>(1)</sup>		G	2,675	D	\$0	97,555	I	See footnote <sup>(4)</sup>
Common Stock	02/16/2007 <sup>(1)</sup>		G	250	A	\$0	109,465	I	See footnote <sup>(5)</sup>
Common Stock	09/07/2007 <sup>(1)</sup>		G	155	D	\$0	936,892	I	See footnote <sup>(4)</sup>
Common Stock	09/07/2007 <sup>(1)</sup>		G	155	D	\$0	97,400	I	See footnote <sup>(4)</sup>
Common Stock							37,320 <sup>(6)</sup>	I	By wife
Common Stock							32,000	I	See footnote <sup>(7)</sup>
Common Stock							11,204	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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Represents transaction inadvertently omitted from original Form 5 filed on November 9, 2007.
2. Held in trust and/or limited liability company for benefit of reporting person.
3. Represents shares held in trust for sibling of which reporting person is a co-trustee.
4. Represents shares held in trusts for parents of which reporting person has become a co-trustee.
5. By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
6. Beneficial ownership of these securities is expressly disclaimed.
7. Held in charitable remainder trust of which reporting person is a remainder beneficiary.

**Remarks:**

Patricia Walesiewicz, by power of attorney for Henry P. Becton, Jr. 11/13/2007

\*\* 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.**