

| 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 *<br><u>LUDWIG EDWARD J</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><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, President and CEO</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/30/2008</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                    | 01/30/2008                           |  | M                              |   | 50,000  | A          | \$32.49                | 223,018   | D  |  |
| Common Stock                    | 01/30/2008                           |  | S                              |   | 50,000  | D          | \$85.69 <sup>(1)</sup> | 173,018   | D  |  |
| Common Stock                    | 01/31/2008                           |  | M                              |   | 100,000   | A          | \$32.49                | 273,018   | D  |  |
| Common Stock                    | 01/31/2008                           |  | S                              |   | 100,000   | D          | \$86 <sup>(2)</sup>    | 173,018   | D  |  |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 26,273 <sup>(3)</sup>   | 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 |   |  |  |   |  | Title |
| Employee Stock Option (right to buy)       | \$32.49  | 01/30/2008                           |  | M                              |   |  | 50,000  | 11/27/2002 <sup>(4)</sup>                                | 11/27/2011      | Common Stock  | 50,000                                     | \$0  | 200,000   | D  |       |
| Employee Stock Option (right to buy)       | \$32.49  | 01/31/2008                           |  | M                              |   |  | 100,000 | 11/27/2002 <sup>(4)</sup>                                | 11/27/2011      | Common Stock  | 100,000                                    | \$0  | 100,000   | D  |       |

**Explanation of Responses:**

- The reported sale price reflects an average price for numerous separate transactions. The actual sales prices for the transactions ranged from \$85.35 through \$86.05.
- The reported sale price reflects an average price for numerous separate transactions. The actual sales prices for the transactions ranged from \$86.00 through \$86.03.
- 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 December 31, 2007.
- The option became exercisable in four annual installments beginning November 27, 2002.

**Remarks:**

Patricia Walesiewicz, by power of attorney for Edward J. Ludwig 02/01/2008

\*\* 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.