SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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| 1. Name and Add | | J Person * | 2. Date of Event Re Statement (Month/I 09/22/2009 | equiring | 3. Issuer Name and Ticker or Trading Symbol BECTON DICKINSON & CO [BDX] | | | | | |
|--|----------|------------|--|---|---|--|--|-----------------------------|---|--|
| (Last) (First) (Middle) C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE (Street) | | 09/22/2009 | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) Vice President and Controller | | (Mo 6. Ir App | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| FRANKLIN LAKES | NI 0/41/ | | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | |
| | | | Table I - No | n-Deriva | tive Securities Beneficially | Owned | | | | |
| 1. Title of Security (Instr. 4) | | | | | Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | eneficial Ownership (Instr. | | |
| Common Stock | | | | | 20,253(1) | D | D | | | |
| Common Stock | | | | | 196 ⁽²⁾ | I SIP | | ' Trust | | |
| | | | | | ve Securities Beneficially Ov ants, options, convertible se | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlyin Derivative Security (Instr. 4) | | 4. Conversion or Exercise | (D) or | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | | Date Exercisable | Expiration Date | n Title | Amount or Number of Shares | Price of Derivative Security | Derivative (Instr. 5) | | |
| Rights to Common Stock Under Deferred Compensation Plan | | | (3) | (3) | Common Stock | 2,342 | (4) | D | | |
| Employee Stock Option (right to buy) | | | 11/24/2004 | 11/24/2013 | 3 Common Stock | 17,000 | 38.78 | D | | |
| Employee Stock Option (right to buy) | | | 11/23/2005 | 11/23/2014 | 4 Common Stock | 6,877 | 54.41 | D | | |
| Stock Appreciation Rights | | | 11/21/2006 | 11/21/2015 | 5 Common Stock | 5,277 | 59.16 | D | | |
| Stock Appreciation Rights | | | 11/21/2007 | 11/21/2010 | 5 Common Stock | 2,946 | 71.72 | D | | |
| Stock Appreciation Rights | | | 11/20/2008 | 11/20/2017 | 7 Common Stock | 4,992 | 84.33 | D | | |
| Stock Appreciation Rights | | | 11/25/2009 | 11/25/2018 | 3 Common Stock | 7,338 | 62.5 | D | | |

Explanation of Responses:

1. Includes restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.

2. 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 September 30, 2009.

3. The securities are generally distributed upon termination, or following retirement or on the date or dates specified by the reporting person.

4. The securities convert to common stock on a one-for-one basis.

Remarks:

Patricia Walesiewicz, by power of attorney for William A. Tozzi <u>10/08/2009</u>

** 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 5 (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.