

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>COHEN GARY M</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>President - BD Medical</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2004</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2004		M		102,538	A	\$24.8125	132,751 ⁽¹⁾	D	
Common Stock	11/05/2004		M		2,852	A	\$35.0625	135,603	D	
Common Stock	11/05/2004		M		3,583	A	\$27.9063	139,186	D	
Common Stock	11/05/2004		S		102,538	D	\$52.24	36,648	D	
Common Stock								10,635	I	SIP Trust ⁽²⁾

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)	\$24.8125	11/05/2004		M			102,538	(3)	01/26/2007	Common Stock	102,538	\$0	0	D	
Employee Stock Option (right to buy)	\$35.0625	11/05/2004		M			2,852	(4)	01/24/2009	Common Stock	2,852	\$0	48,148	D	
Employee Stock Option (right to buy)	\$27.9063	11/05/2004		M			3,583	(5)	01/23/2010	Common Stock	3,583	\$0	33,417	D	

Explanation of Responses:

- Includes shares acquired through dividend reinvestment since the last report filed by the reporting person.
- Represents shares of common stock held under the Becton, Dickinson and Company Savings Incentive Plan (the "SIP"). Mr. Cohen also has an interest in 491 shares of Series B Convertible Preferred Stock under the SIP, which are convertible into 3,142 shares of common stock. The information presented for the SIP is as of October 31, 2004.
- The option became 50% exercisable on January 27, 1999 and fully exercisable on January 27, 2000.
- The option became 50% exercisable on January 25, 2001 and fully exercisable on January 25, 2002.
- The option became 50% exercisable on January 24, 2002 and fully exercisable on January 24, 2003.

Remarks:

Patricia Walesiewicz, by power of attorney for Gary M. Cohen 11/08/2004

** 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.

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