SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL OMB Number 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

|  | ress of Reporting F                  |            | 2. Date of Event Requiring<br>Statement (Month/Day/Year |   | 3. Issuer Name and Ticker or Trading Symbol<br>BECTON DICKINSON & CO [ BDX ]  |   |  |                            |   |
|--|--------------------------------------|------------|---|---|---|---|--|----------------------------|---|
| (Last) (First) (Middle)<br>C/O BECTON, DICKINSON AND COMPANY<br>1 BECTON DRIVE   |                                      | 06/30/2006 |   | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give title Other (specify<br>below) below)<br>Executive Vice President |   | 5. If<br>(Moi<br>6. In<br>App                       | <ul> <li>5. If Amendment, Date of Original Filed<br/>(Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check<br/>Applicable Line)</li> <li>X Form filed by One Reporting Person<br/>Form filed by More than One Reporting<br/>Person</li> </ul> |                            |   |
| (Street)<br>FRANKLIN NJ 07417<br>LAKES   |                                      |            |   |   |   |   |  |                            |   |
| (City)   | (State)                              | (Zip)      |   |   |   |   |  |                            |   |
| Table I - Non-Derivative Securities Beneficially Owned   |                                      |            |   |   |   |   |  |                            |   |
| 1. Title of Security (Instr. 4)  |                                      |            |   |   | Amount of Securities<br>eneficially Owned (Instr. 4)                          | 3. Ownership<br>Form: Direct (<br>Indirect (I) (Ins |  |                            | eneficial Ownership (Instr.                                 |
| Common Stock   |                                      |            |   |   | 26,417(1)   | D   |  |                            |   |
| Common Stock   |                                      |            |   |   | 5,229 <sup>(2)</sup>  | Ι   | GSIP Trust   |                            |   |
| Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities) |                                      |            |   |   |   |   |  |                            |   |
| 1. Title of Derivative Security (Instr. 4)   |                                      |            | 2. Date Exerc<br>Expiration Da<br>(Month/Day/Y          | ite   | 3. Title and Amount of Securities Underlyin<br>Derivative Security (Instr. 4) |   | 4.<br>Conversion<br>or Exercise  | (D) or                     | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|  |                                      |            | Date<br>Exercisable                                     | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of Shares                 | Price of<br>Derivative<br>Security   | Indirect (I)<br>(Instr. 5) |   |
| Employee Stock Option (right to buy)   |                                      |            | 01/26/2000 <sup>(3)</sup>                               | 01/26/2008  | Common Stock  | 8,000   | 29.34  | D                          |   |
| Employee Stock Option (right to buy)   |                                      |            | 01/25/2001 <sup>(4)</sup>                               | 01/25/2009  | Common Stock  | 20,000  | 35.06  | D                          |   |
| Employee Stock Option (right to buy)   |                                      |            | 01/24/2002 <sup>(5)</sup>                               | 01/24/2010  | Common Stock  | 20,000  | 27.91  | D                          |   |
| Employee Stock Option (right to buy)   |                                      |            | 11/27/2002 <sup>(6)</sup>                               | 11/27/2010  | Common Stock  | 30,000  | 31.85  | D                          |   |
| Employee Stock Option (right to buy)   |                                      |            | 11/27/2002 <sup>(7)</sup>                               | 11/27/2011  |   | 45,000  | 32.49  | D                          |   |
|  | Employee Stock Option (right to buy) |            |   | 11/25/2012  |   | 35,000  | 29.99  | D                          |   |
| Employee Stock Option (right to buy)   |                                      |            | 11/24/2004 <sup>(9)</sup>                               | 11/24/2013  |   | 16,000  | 38.78  | D                          |   |
| Employee Stock Option (right to buy)   |                                      |            | 11/23/2005 <sup>(10)</sup>                              | 11/23/2014  |   | 12,480  | 54.41  | D                          |   |
| Stock Appreciation Right   |                                      |            | 11/21/2006 <sup>(11)</sup>                              | 11/21/2015  | ; Common Stock  | 11,498  | 59.16  | D                          |   |

## Explanation of Responses:

1. Includes 6,884 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 Global Share Investment Program (the "GSIP"). The information presented for the SIP is as of May 31, 2006.

3. The option became 50% exercisable on January 26, 2000 and fully exercisable on January 26, 2001.

4. The option became 50% exercisable on January 25, 2001 and fully exercisable on January 25, 2002.

5. The option became 50% exercisable on January 24, 2002 and fully exercisable on January 24, 2003.

6. The option became 50% exercisable on November 27, 2002 and fully exercisable on November 27, 2003.

7. The option vests in four annual installments beginning November 27, 2002.

8. The option vests in four annual installments beginning November 25, 2003.

9. The option vests in four annual installments beginning November 24, 2004.

10. The option vests in four annual installments beginning November 23, 2005.

11. The stock appreciation right vests in four annual installments beginning November 21, 2006.

Remarks:

Patricia Walesiewicz, by power of 07/06/2006 attorney for Alfred John Hanson

\*\* 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.