SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 Addres | | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>BECTON DICKINSON & CO</u> [BDX] | | tionship of Reporting Pers all applicable) Director | son(s) to Issuer |
|-------------------------------|-------------------------------|-----------------|--|-------------|---|---|
| (Last) C/O BECTON, I | BECTON, DICKINSON AND COMPANY | | 3. Date of Earliest Transaction (Month/Day/Year) 12/14/2006 | x | Officer (give title below) Senior Vice | Other (specify below) |
| 1 BECTON DRI | IVE | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | g (Check Applicable Line) |
| (Street) FRANKLIN LAKES | NJ | 07417 | _ | X | Form filed by One Rep Form filed by More that | vorting Person In One Reporting Person |
| (City) | (State) | (Zip) | | | | |
| | | Table I - Non-I | Perivative Securities Acquired, Disposed of, or Bene | ficially Ow | ned | |

| | 2. Transaction Date (Month/Day/Year) | Execution Date, | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership |
|--------------|--|-----------------|---|---|--|---------------------|-----|--|---|-------------------------|
| | | | Code | v | Amount | (A) or (D) Price | | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 12/14/2006 | | S | | 2,000(1) | D | \$0 | 1,000 | Ι | By IRA |
| Common Stock | | | | | | | | 8,665 | D | |
| Common Stock | | | | | | | | 4,898(2) | Ι | 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) | | Derivative Security (Instr. 5) | derivative Securities Beneficially | 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 | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |

Explanation of Responses:

1. The reporting person sold 2,000 shares of common stock within his IRA.

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 November 30, 2006. Remarks:

> Patricia Walesiewicz, by power of 12/18/2006 attorney for David T. Durack Date

** Signature of Reporting Person

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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