

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 Address of Reporting Person * <u>BECTON HENRY P JR</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 &amp; CO [ BDX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2006</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	12/28/2006		M		578	A	\$70.63	119,080	I	See footnote <sup>(1)</sup>
Common Stock								941,182	I	See footnote <sup>(2)</sup>
Common Stock								100,390	I	See footnote <sup>(2)</sup>
Common Stock								37,120	I	By wife <sup>(3)</sup>
Common Stock								2,400	I	By daughter <sup>(3)</sup>
Common Stock								108,815	I	See footnote <sup>(4)</sup>
Common Stock								118,800	I	See footnote <sup>(5)</sup>
Common Stock								32,000	I	See footnote <sup>(6)</sup>
Common Stock								5,212	D	
Common Stock								4,358 <sup>(7)</sup>	D	

**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
Rights to Common Stock Under 1996 Directors Deferral Plan	(8)	12/28/2006		M		578		12/28/2006	12/28/2006	Common Stock	578	\$0	23,399	D	

**Explanation of Responses:**

- Held in trust and/or limited liability company for benefit of reporting person.
- Represents shares held in trust for parent of which reporting person has become a co-trustee.
- Beneficial ownership of these securities is expressly disclaimed.
- By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
- Represents shares held in trust for sibling of which reporting person is a co-trustee.
- Held in charitable remainder trust of which reporting person is a remainder beneficiary.
- Represents restricted stock units awarded under the 2004 Employee and Director Equity-Based Compensation Plan, including units acquired through dividend reinvestment.
- The securities convert to common stock on a one-for-one basis.

**Remarks:**

\*\* 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.**