FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
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Estimated average burden								
hours per response:	0.5							

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

Name and Address of Reporting Person      COHEN GARY M					2. Issuer Name and Ticker or Trading Symbol BECTON DICKINSON & CO [ BDX ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) C/O BECTON I		) (I SON AND COM	Middle)	(	Date of Earliest Transaction (Month/Day/Year)     02/01/2007  4. If Amendment, Date of Original Filed (Month/Day/Year)								X 6. Indiv	Officer (give title Other (enecify					
(Street) FRANKLIN LAKES	NI 07/417												X	Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State	e) (2	Zip)																
		Т	able I - No	n-Deriva	ative S	Securi	ties Ac	quired, [	Disp	osed of	, or Be	nefic	ially Ow	ned					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispos			ies Acqui Of (D) (In			5. Amount Securities Beneficially Following I	ly Owned or I Reported (Ins		nership : Direct (D) lirect (I) . 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) (D)	or	Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock				02/01/	01/2007			M		33,41	7	A	\$27.91	95,730			D		
Common Stock 0				02/01/	01/2007		S		33,41	7	D	<b>\$77.11</b> <sup>(1)</sup>	62,313			D			
Common Stock											T		14,845(2)			I	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/Ye	Code	Transaction Code (Instr.		mber of ative ities red (A) sposed of estr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amoun Securities Underly Derivative Security 3 and 4)		erlying	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported	e s illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
				Code	le V	(A)	(D)	Date Exercisabl		Expiration Date	Title		Amount or Number of Shares		Transaction(s) (Instr. 4)				
Employee Stock Option (right to buy)	\$27.91	02/01/2007		М			33,417	01/24/2002	(3)	01/24/2010	Comm Stock		33,417	\$0	0		D		

## Explanation of Responses:

- 1. The reported sale price reflects an average price for thirteen separate transactions. The actual sales prices for the transactions ranged from \$77.06 through \$77.17.
- 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 January 31, 2007.
- $3. \ The \ option \ became \ 50\% \ exercisable \ on \ January \ 24, 2002 \ and \ fully \ exercisable \ on \ January \ 24, 2003.$

## Remarks:

Patricia Walesiewicz, by power of attorney for Gary M. Cohen 02/02/2007

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.