

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>LUDWIG EDWARD J</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/26/2007</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	11/26/2007		M		10,000	A	\$27.91	179,435	D	
Common Stock	11/26/2007		M		472	A	\$31.85	179,907	D	
Common Stock	11/26/2007		S		6,889	D	\$82.12 ⁽¹⁾	173,018	D	
Common Stock	11/27/2007		M		93,111	A	\$31.85	266,129	D	
Common Stock	11/27/2007		S		93,111	D	\$81.03 ⁽²⁾	173,018	D	
Common Stock	11/28/2007		M		6,417	A	\$31.85	179,435	D	
Common Stock	11/28/2007		S		6,417	D	\$82.02 ⁽³⁾	173,018	D	
Common Stock								25,589 ⁽⁴⁾	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/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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$27.91	11/26/2007		M			10,000	01/24/2002 ⁽⁵⁾	01/24/2010	Common Stock	10,000	\$0	0	D	
Employee Stock Option (right to buy)	\$31.85	11/26/2007		M			472	11/27/2002 ⁽⁶⁾	11/27/2010	Common Stock	472	\$0	99,528	D	
Employee Stock Option (right to buy)	\$31.85	11/27/2007		M			93,111	11/27/2002 ⁽⁶⁾	11/27/2010	Common Stock	93,111	\$0	6,417	D	
Employee Stock Option (right to buy)	\$31.85	11/28/2007		M			6,417	11/27/2002 ⁽⁶⁾	11/27/2010	Common Stock	6,417	\$0	0	D	

Explanation of Responses:

- The reported sale price reflects an average price for numerous separate transactions. The actual sales prices for the transactions ranged from \$82.10 through \$82.16.
- The reported sale price reflects an average price for numerous separate transactions. The actual sales prices for the transactions ranged from \$81 through \$81.19.
- The reported sale price reflects an average price for numerous separate transactions. The actual sales prices for the transactions ranged from \$82.02 through \$82.06.
- 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 October 31, 2007.
- The option became 50% exercisable on January 24, 2002 and fully exercisable on January 24, 2003.
- The option became 50% exercisable on November 27, 2002 and fully exercisable on November 27, 2003.

Remarks:

Patricia Walesiewicz, by power of attorney for Edward J. Ludwig 11/28/2007

** Signature of Reporting Person Date

* 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.