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 Addre		erson*	2. Issuer Name and Ticker or Trading Symbol BECTON DICKINSON & CO [BDX]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O BECTON,	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/21/2009	x	Director Officer (give title below) Senior Vice	10% Owner Other (specify below) President				
1 BECTON DR	UVE		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	 Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 					
(Street)					Form filed by More than One Reporting Perso					
FRANKLIN LAKES	NJ	07417			Torm ned by more that					
(City)	(State)	(Zip)								
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

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)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
			Code	v	Amount	(A) or (D) Pric		(Instr. 3 and 4)		(Instr. 4)
Common Stock	11/21/2009		Α		1,474(1)	Α	\$ <mark>0</mark>	9,743(2)	D	
Common Stock	11/21/2009		F		479	D	\$ <mark>0</mark>	9,264	D	
Common Stock								4,997(3)	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)	Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	 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. Represents shares distributed upon the vesting of performance units granted on November 21, 2006.

2. Includes units acquired through dividend reinvestment since the last report filed by the reporting person.

3. 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, 2009.

Remarks:

Patricia Walesiewicz, by power of 11/24/2009 attorney for David T. Durack

** 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.

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