SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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 Add <u>Rhodes Wil</u>	ress of Reporting Pe liam E.		2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2011		3. Issuer Name and Ticker or Trading Symbol BECTON DICKINSON & CO [BDX]					
(Last)	(First)	(Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)		
	, DICKINSON A	AND COMPANY			Director X Officer (give title below) Senior Vice Pres	10% Owner Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) FRANKLIN NJ 07417 LAKES					Schor vice ries			Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ture of Indirect E	Beneficial Ownership (Instr.	
Common Stock					4,077(1)	D				
Common Stock					1,286	Ι	SIP	SIP Trust ⁽²⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Derivative Security (Instr. 4)	Underlying	4. Conversion or Exercise		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	n Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)		
Stock Appreciation Rights			11/21/2007 ⁽³⁾	11/21/2016	6 Common Stock	5,894	71.72	D		
Stock Appreciation Rights			11/20/2008 ⁽⁴⁾	11/20/2017	7 Common Stock	5,768	84.33	D		
Stock Appreciation Rights			11/25/2009 ⁽⁵⁾	11/25/2018	8 Common Stock	8,228	62.5	D		
Stock Appreciation Rights			11/24/2010 ⁽⁶⁾	11/24/2019	9 Common Stock	9,224	75.63	D		
Stock Appreciation Rights			11/23/2011 ⁽⁷⁾	11/23/2020	0 Common Stock	9,818	76.64	D		

Explanation of Responses:

1. Includes 1,373 restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.

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 September 30, 2011.

3. The stock appreciation rights vest in four annual installments beginning November 21, 2007.

4. The stock appreciation rights vest in four annual installments beginning November 20, 2008.

5. The stock appreciation rights vest in four annual installments beginning November 25, 2009.

6. The stock appreciation rights vest in four annual installments beginning November 24, 2010.

7. The stock appreciation rights vest in four annual installments beginning November 23, 2011.

Remarks:

<u>Richard Stout, by power of</u> attorney for William E. Rhodes

** Signature of Reporting Person

10/12/2011

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 5 (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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