

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 Address of Reporting Person * <u>Conroy Alexandre</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) Director 10% Owner Officer (give title below) Other (specify below) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2013</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	02/06/2013		M		7,641	A	\$54.41	17,905	D	
Common Stock	02/06/2013		S		7,641	D	\$87.79 ⁽¹⁾	10,264	D	
Common Stock	02/06/2013		M		7,626	A	\$59.16	17,890	D	
Common Stock	02/06/2013		D		5,136	D	\$87.82	12,754	D	
Common Stock	02/06/2013		S		2,490	D	\$87.82 ⁽²⁾	10,264	D	
Common Stock	02/06/2013		M		6,876	A	\$71.72	17,140	D	
Common Stock	02/06/2013		D		5,615	D	\$87.87	11,525	D	
Common Stock	02/06/2013		S		1,261	D	\$87.87	10,264	D	
Common Stock								3,349 ⁽³⁾	I	GSIP 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)	\$54.41	02/06/2013		M			7,641	11/23/2005 ⁽⁴⁾	11/23/2014	Common Stock	7,641	\$0	0	D	
Stock Appreciation Rights	\$59.16	02/06/2013		M			7,626	11/21/2006 ⁽⁵⁾	11/21/2015	Common Stock	7,626	\$0	0	D	
Stock Appreciation Rights	\$71.72	02/06/2013		M			6,876	11/21/2007 ⁽⁶⁾	11/21/2016	Common Stock	6,876	\$0	0	D	

Explanation of Responses:

- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$87.78 through \$87.81. Full information regarding the number of shares purchased at each separate price will be provided to the Securities and Exchange Commission, the issuer or a security holder of the issuer upon request.
- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$87.81 through \$87.84. Full information regarding the number of shares purchased at each separate price will be provided to the Securities and Exchange Commission, the issuer or a security holder of the issuer upon request.
- Represents shares of common stock held under the Becton, Dickinson and Company Global Share Investment Program (the "GSIP"). The information presented for the GSIP is as of October 31, 2012.
- The stock options vest in four annual installments beginning November 23, 2005.
- The stock appreciation rights vest in four annual installments beginning November 21, 2006.
- The stock appreciation rights vest in four annual installments beginning November 21, 2007.

Remarks:

Richard Stout, by power of
attorney for Alexandre Conroy

02/08/2013

** 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.