

BECTON HENRY P JR

Form 4

December 18, 2008

**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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BECTON HENRY P JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
BECTON DICKINSON & CO  
[BDX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2008

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

C/O BECTON, DICKINSON AND  
COMPANY, 1 BECTON DRIVE

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

FRANKLIN LAKES, NJ 07417

(City) (State) (Zip)

**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                    | 12/16/2008                           |                                                    | S                              |                                                                   | 5,935  | D 67.5 <u>(1)</u>   | 190,813                                                                                       | I                                                        | See footnote <u>(2)</u>                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                     | 199,597                                                                                       | I                                                        | See footnote <u>(3)</u>                               |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                     | 36,988                                                                                        | I                                                        | By wife <u>(4)</u>                                    |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                     | 109,683                                                                                       | I                                                        | See footnote <u>(5)</u>                               |
|                                 |                                      |                                                    |                                |                                                                   |        |                     | 26,598                                                                                        | I                                                        |                                                       |

|                 |        |   |  |                            |
|-----------------|--------|---|--|----------------------------|
| Common<br>Stock |        |   |  | See<br>footnote <u>(6)</u> |
| Common<br>Stock | 32,000 | I |  | See<br>footnote <u>(7)</u> |
| Common<br>Stock | 14,050 | I |  | See<br>footnote <u>(8)</u> |
| Common<br>Stock | 12,877 | D |  |                            |

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

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BECTON HENRY P JR  
C/O BECTON, DICKINSON AND COMPANY  
1 BECTON DRIVE  
FRANKLIN LAKES, NJ 07417

X

## Signatures

Patricia Walesiewicz, by power of attorney for Henry P.  
Becton, Jr.

12/18/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) The reported sale price reflects an average price for nineteen separate transactions. The actual sales prices for the transactions ranged from \$67 through \$68.
- (2) Represents shares held in trust for sibling of which reporting person is a co-trustee.
- (3) Held in trust and/or limited liability company for benefit of reporting person.
- (4) Beneficial ownership of these securities is expressly disclaimed.
- (5) By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
- (6) Represents shares held in trust for parent of which reporting person has become a co-trustee.
- (7) Held in charitable remainder trust of which reporting person is a remainder beneficiary.
- (8) By trust for benefit of reporting person and his siblings, of which he is a co-trustee.

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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