

BECTON DICKINSON & CO

Form 4

February 28, 2005

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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

FRANKLIN LAKES, NJ 07417

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	12/14/2004		G	V	5,080	D	\$ 0	121,865	I	See footnote <u>(1)</u>
Common Stock	12/14/2004		G	V	4,400	A	\$ 0	36,720 <u>(2)</u>	I	By wife
Common Stock	12/15/2004		G	V	50	D	\$ 0	121,815	I	See footnote <u>(1)</u>
Common Stock	12/23/2004		G	V	200	A	\$ 0	36,920 <u>(2)</u>	I	By wife

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Common Stock	02/02/2005	G	V	1,200	A	\$ 0	109,640	I	See footnote (3)
Common Stock	02/25/2005	S		1,000	D	\$ 59.37	120,815	I	See footnote (1)
Common Stock							946,582	I	See footnote (4)
Common Stock							104,590	I	See footnote (4)
Common Stock							121,800	I	See footnote (5)
Common Stock							1,600 (2)	I	By daughter
Common Stock							32,000	I	See footnote (6)
Common Stock							5,212	D	
Common Stock							2,410 (7)	D	

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

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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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

of
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.

02/28/2005

**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) Held in trust and/or limited liability company for benefit of reporting person.
 - (2) Beneficial ownership of these securities is expressly disclaimed.
 - (3) By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
 - (4) Represents shares held in trust for parent of which reporting person has become a co-trustee.
 - (5) Represents shares held in trust for sibling of which reporting person has become a co-trustee.
 - (6) Held in charitable remainder trust of which reporting person is a remainder beneficiary.
 - (7) Represents restricted stock units awarded under the 2004 Employee and Director Equity-Based Compensation Plan, including units acquired through dividend reinvestment.

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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