### Edgar Filing: LUDWIG EDWARD J - Form 4

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Form 4												
February 05,											PROVAL	
FORM	14 UNITE	D STATES						NGE C	OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or	ger <b>STATI</b> 6.	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									Expires: January 31 2009 Estimated average burden hours per	
Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed p <sup>18</sup> Section 1	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										
(Print or Type R	Responses)											
LUDWIG EDWARD J Symbol				er Name <b>and</b> Ticker or Trading ON DICKINSON & CO				ıg	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		[BDX]							(check an applicable)			
	(First) ON, DICKINS (, 1 BECTON I		3. Date of (Month/D 02/03/20	ay/Year		ansaction			X Director X Officer (give below) Chair		Owner er (specify	
FRANKLIN	(Street)	)7417	4. If Ame Filed(Mor			te Original			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Pe	rson	
(City)	(State)	(Zip)	Tabl	e I - Noi	ı-D	Derivative S	Securi	ities Acq	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or					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		
Common Stock	02/03/2010			Code M	v	Amount 45,000	(D) A	Price \$ 32.49	236,102	D		
Common Stock	02/03/2010			S		45,000	D	\$ 76.34 (1)	191,102	D		
Common Stock									16,000	Ι	By GRAT	
Common Stock									27,695 <u>(2)</u>	I	SIP Trust	

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

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# 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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 32.49	02/03/2010		М	45,000	(3)	11/27/2011	Common Stock	45,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LUDWIG EDWARD J C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417	Х		Chairman and CEO			
Signatures						
Patricia Walesiewicz, by power of attorney for Ed Ludwig	ward J.		02/05/2010			
<b>**</b> 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).

The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions
 (1) ranged from \$76.25 through \$76.48. 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.

(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 January 31, 2010.

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(3) The option became exercisable in four annual installments beginning November 27, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.