Edgar Filing: LUDWIG EDWARD J - Form 4

| LUDWIG EL | JWARD J | | | | | | | | | | | |
|---|------------------|-------------------------------------|---|--|---------------------------------------|-------------|-----------------|--|---|-----------------|-------------|--|
| Form 4 December 21 | 2011 | | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | | T | OMB APPROVAL | | | |
| Washington, D.C. 20549 | | | | | | | | | OMB Number: | 3235-0287 | | |
| Check thi if no long subject to Section 10 Form 4 or | | NGES IN BENEFICIAL OW SECURITIES | | | | | | Expires: Estimated a burden hou response | irs per | | | |
| Form 5 obligation may conti <i>See</i> Instru 1(b). | inue. Section 17 | a) of the | | ility H | old | ing Com | pany | Act o | ge Act of 1934, f 1935 or Sectic 40 | n | | |
| (Print or Type R | Responses) | | | | | | | | | | | |
| LUDWIG EDWARD J Sym | | | | 2. Issuer Name and Ticker or Trading /mbol ECTON DICKINSON & CO | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| . . | [BDX] | | | | | | N. Di la lati o | | | | | |
| (Monti | | | | ate of Earliest Transaction nth/Day/Year) 20/2011 | | | | | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman | | | |
| | Filed(Mont | | | | ndment, Date Original th/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| FRANKLIN | LAKES, NJ 07 | 41/ | | | | | | | Person | | -F | |
| (City) | (State) | (Zip) | Table | e I - Noi | n-De | erivative S | ecuri | ties Aco | quired, Disposed o | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year) | | on Date, if | Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) | | | |)) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| | | | | Code | V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 12/20/2011 | | | G | V | 2,300 | D | \$0 | 154,997 | D | | |
| Common Stock | | | | | | | | | 50,104 | Ι | By GRATS | |
| Common Stock | | | | | | | | | 28,682 <u>(1)</u> | Ι | SIP Trust | |

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

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information contained in this form are not
required to respond unless the formSEC 1474
(9-02)

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displays a currently valid OMB control number.

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) | 3. Transaction Date (Month/Day/Year) | 4. Transactio Code (Instr. 8) | 5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title Amour Underl Securit (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|--|---|---------------------|--------------------|---|--|---|---|
| | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|------------|----------|-------|--|--|--|
| F F | Director | 10% Owner | Officer | Other | | | |
| LUDWIG EDWARD J C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417 | Х | | Chairman | | | | |
| Signatures | | | | | | | |
| Patricia Walesiewicz, by power of attorney for Ed Ludwig | | 12/21/2011 | | | | | |
| **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) 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 November 30, 2011.

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.