

BECTON HENRY P JR
Form 4/A
December 02, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
07/06/2004

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)
07/06/2004

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	07/06/2004		G	V	24,000	D	\$ 0 32,000	I	See footnote <u>(1)</u>
Common Stock	07/06/2004		G	V	4,800	A	\$ 0 135,305	I	See footnote <u>(2)</u>
Common Stock	07/06/2004		G	V	4,800	A	\$ 0 121,800	I	See footnote <u>(3)</u>
Common Stock							108,440 <u>(4)</u>	I	See footnote <u>(5)</u>
Common Stock							32,320 <u>(4)</u>	I	By wife

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Common Stock	1,600 ⁽⁴⁾	I	By daughter
Common Stock	6,419.25 ⁽⁶⁾	D	

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

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(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. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Rights to Common Stock Under 1996 Directors Deferral Plan	<u>(7)</u>	07/30/2004		A	296.35	<u>(8)</u>	<u>(8)</u>	Common Stock	296.35 \$ 4

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.

12/02/2004

 **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 charitable remainder trust of which reporting person is a remainder beneficiary.
- (2) Held in trust and/or limited liability company for benefit of reporting person.
- (3) Represents shares held in trust of which reporting person has become a co-trustee.
- (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) Includes shares acquired through dividend reinvestment since the last report filed by the reporting person.
- (7) The securities convert to common stock on a one-for-one basis.
- (8) The securities are distributed following termination of the reporting person's service as a director, on the date or dates specified by the reporting person.
- (9) Includes rights acquired through dividend reinvestment since the last report filed by the reporting person.

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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