

BECTON DICKINSON & CO  
 Form 4  
 February 01, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**LUDWIG EDWARD J**

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

3. Date of Earliest Transaction (Month/Day/Year)  
**01/30/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President and CEO**

(Street)  
**FRANKLIN LAKES, NJ 07417**

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

(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 or Price   |  |   |
| Common Stock                    | 01/30/2008                           |  | M                              |   | \$ 50,000   | A  | \$ 32.49 223,018 D                                    |
| Common Stock                    | 01/30/2008                           |  | S                              |   | \$ 50,000   | D  | \$ 85.69 173,018 D                                    |
| Common Stock                    | 01/31/2008                           |  | M                              |   | \$ 100,000  | A  | \$ 32.49 273,018 D                                    |
| Common Stock                    | 01/31/2008                           |  | S                              |   | \$ 86 100,000   | D  | \$ 26,273 (3) 173,018 D                               |
|                                 |                                      |  |                                |   |   |  | 26,273 (3) I SIP Trust                                |

Common  
Stock

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 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 Security (Instr. 3 and 4) |              |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount  |
| Employee Stock Option (right to buy)       | \$ 32.49   | 01/30/2008                           |  | M                              | 50,000  | 11/27/2002 <sup>(4)</sup>                                | 11/27/2011  | Common Stock | 50,000  |
| Employee Stock Option (right to buy)       | \$ 32.49   | 01/31/2008                           |  | M                              | 100,000   | 11/27/2002 <sup>(4)</sup>                                | 11/27/2011  | Common Stock | 100,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| LUDWIG EDWARD J<br>C/O BECTON, DICKINSON AND COMPANY<br>1 BECTON DRIVE<br>FRANKLIN LAKES, NJ 07417 | X             |           | Chairman, President and CEO |       |

## Signatures

Patricia Walesiewicz, by power of attorney for Edward J. Ludwig 02/01/2008

\_\_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 numerous separate transactions. The actual sales prices for the transactions ranged from \$85.35 through \$86.05.
- (2) The reported sale price reflects an average price for numerous separate transactions. The actual sales prices for the transactions ranged from \$86.00 through \$86.03.
- (3) 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 December 31, 2007.
- (4) 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.