

BECTON DICKINSON & CO
 Form 4
 May 11, 2007

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 *
TOZZI WILLIAM A

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Controller

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/09/2007 | | M | | 1,148 | A | \$ 35.06 | 14,978 | D |
| Common Stock | 05/09/2007 | | M | | 3,962 | A | \$ 32.49 | 18,940 | D |
| Common Stock | 05/09/2007 | | S | | 5,110 | D | \$ 79.5 | 13,830 | D |
| Common Stock | 05/09/2007 | | S | | 5,200 | A | \$ 79.5 | 8,630 | D |
| Common Stock | 05/10/2007 | | M | | 7,038 | A | \$ 32.49 | 15,668 | D |

Common Stock 188 ⁽¹⁾ I SIP Trust

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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 35.06 | 05/09/2007 | | M | 1,148 | 01/25/2001 ⁽²⁾ 01/25/2009 | Common Stock | 1,148 |
| Employee Stock Option (right to buy) | \$ 32.49 | 05/09/2007 | | M | 3,962 | 11/27/2003 ⁽³⁾ 11/27/2011 | Common Stock | 3,962 |
| Employee Stock Option (right to buy) | \$ 32.49 | 05/10/2007 | | M | 7,038 | 11/27/2003 ⁽³⁾ 11/27/2011 | Common Stock | 7,038 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TOZZI WILLIAM A
C/O BECTON, DICKINSON AND COMPANY
1 BECTON DRIVE

VP and Controller

FRANKLIN LAKES, NJ 07417

Signatures

Patricia Walesiewicz, by power of attorney for William A.
Tozzi

05/11/2007

__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 April 30, 2007.
- (2) The option became 50% exercisable on January 25, 2001 and fully exercisable on January 25, 2002.
- (3) The option became 50% exercisable on November 27, 2003 and fully exercisable on November 27, 2004.

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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