

TOZZI WILLIAM A

Form 4

November 26, 2004

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

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

OMB APPROVAL

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(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

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2004

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

(Street)
FRANKLIN LAKES, NJ 07417

4. If Amendment, Date Original
Filed(Month/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
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)
Common Stock	11/23/2004		A	(A) or (D) 1,085 (1)	\$ 54.41 6,150	D	
Common Stock	11/24/2004		M	8,000 A	\$ 24.8125 14,150	D	
Common Stock	11/24/2004		F	1,833 D	\$ 54.2 12,317	D	
Common Stock	11/24/2004		S	3,970 D	\$ 54.6215 8,347	D	
Common Stock					3,982	I	SIP Trust (2)

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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 Underlying Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 54.41	11/23/2004		A	6,877	11/23/2005 ⁽³⁾	Common Stock
Employee Stock Option (right to buy)	\$ 24.8125	11/24/2004		M	8,000	01/27/1999 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
TOZZI WILLIAM A C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417	Director 10% Owner Officer Other VP and Controller

Signatures

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

11/26/2004

__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) Represents shares awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.

Represents shares of common stock held under the Becton, Dickinson and Company Savings Incentive Plan (the "SIP"). Mr. Tozzi also

(2) has an interest in 436 shares of Series B Convertible Preferred Stock under the SIP, which are convertible into 2,790 shares of common stock. The information presented for the SIP is as of October 31, 2004.

(3) The option vests in four annual installments beginning November 23, 2005.

(4) The option became 50% exercisable on January 27, 1999 and fully exercisable on January 27, 2000.

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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