

BECTON DICKINSON & CO

Form 5

November 14, 2006

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
BECTON HENRY P JR

(Last) (First) (Middle)

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

(Street)

FRANKLIN LAKES, NJ 07417

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolBECTON DICKINSON & CO
[BDX]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
09/30/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/14/2005	Â	G	410 D \$ 0	115,435	I	See footnote ⁽¹⁾
Common Stock	12/14/2005	Â	G	1,000 D \$ 0	945,382	I	See footnote ⁽²⁾
Common Stock	12/14/2005	Â	G	200 A \$ 0	37,120 ⁽³⁾	I	By wife
Common Stock	02/07/2006	Â	G	4,000 D \$ 0	941,382	I	See footnote ⁽²⁾

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Common Stock	02/07/2006	Â	G	4,000	D	\$ 0	100,390	I	See footnote <u>(2)</u>
Common Stock	02/07/2006	Â	G	400	A	\$ 0	2,400 <u>(3)</u> <u>(4)</u>	I	By daughter
Common Stock	02/28/2006	Â	G	200	D	\$ 0	945,182 <u>(4)</u>	I	See footnote <u>(2)</u>
Common Stock	Â	Â	Â	Â	Â	Â	108,815	I	See footnote <u>(5)</u>
Common Stock	Â	Â	Â	Â	Â	Â	118,800	I	See footnote <u>(6)</u>
Common Stock	Â	Â	Â	Â	Â	Â	32,000	I	See footnote <u>(7)</u>
Common Stock	Â	Â	Â	Â	Â	Â	5,212	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	4,358 <u>(8)</u>	D	Â

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.

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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. Price of Derivative Security (Instr. 5)	9. of Derivative Security (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

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

Â X Â Â Â

FRANKLIN LAKES, NJ 07417

Signatures

Patricia Walesiewicz, by power of attorney for Henry P.
Becton, Jr.

11/14/2006

____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 trust and/or limited liability company for benefit of reporting person.
- (2) Represents shares held in trust for parent of which reporting person has become a co-trustee.
- (3) Beneficial ownership of these securities is expressly disclaimed.
- (4) Reflects a reallocation of 400 shares which should have been included the holdings of the reporting person's daughter but was mistakenly included in a trust for benefit of the reporting person's children.
- (5) By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
- (6) Represents shares held in trust for sibling of which reporting person is a co-trustee.
- (7) Held in charitable remainder trust of which reporting person is a remainder beneficiary.
- (8) Represents restricted stock units awarded under the 2004 Employee and Director Equity-Based Compensation Plan, including units acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.