

BECTON DICKINSON & CO
Form 5
November 10, 2008

FORM 5

**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).
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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2008

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)

6. Individual or Joint/Group Reporting

(check applicable line)

FRANKLIN LAKES, NJ 07417

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/13/2007	Â	G	410 D \$ 0	211,540	I	See footnote ⁽¹⁾
Common Stock	12/21/2007	Â	G	11,943 D \$ 0	199,597	I	See footnote ⁽¹⁾
Common Stock	12/21/2007	Â	G	11,943 D \$ 0	218,800	I	See footnote ⁽²⁾
Common	09/03/2008	Â	G	26,598 A \$ 0	26,598	I	See

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Stock										footnote ⁽³⁾
Common Stock	Â	Â	Â	Â	Â	Â	36,820 ⁽⁴⁾	I		By wife
Common Stock	Â	Â	Â	Â	Â	Â	109,683	I		See footnote ⁽⁵⁾
Common Stock	Â	Â	Â	Â	Â	Â	32,000	I		See footnote ⁽⁶⁾
Common Stock	Â	Â	Â	Â	Â	Â	14,050	I		See footnote ⁽⁷⁾
Common Stock	Â	Â	Â	Â	Â	Â	12,877	D		Â

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

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	Â X	Â	Â	Â

Signatures

Patricia Walesiewicz, by power of attorney for Henry P. Becton, Jr. 11/10/2008

**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) Held in trust and/or limited liability company for benefit of reporting person.
- (2) Represents shares held in trust for sibling of which reporting person is a co-trustee.
- (3) Represents shares held in trust for parent 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) Held in charitable remainder trust of which reporting person is a remainder beneficiary.
- (7) By trust for benefit of reporting person and his siblings, of which he is a co-trustee.

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.