

BECTON HENRY P JR
Form 4
March 13, 2012

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 *
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. Date of Earliest Transaction (Month/Day/Year)
12/23/2011

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 Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FRANKLIN LAKES, NJ 07417

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/23/2011		G	V	500	D	\$ 0 75,357	I	See footnote (1)
Common Stock	03/09/2012		G	V	9,000	D	\$ 0 66,357	I	See footnote (1)
Common Stock	03/09/2012		J		49,500	D	(2) 0	I	By limited partnership
Common Stock							517,780	I	See footnote (3)
Common Stock							11,400	I	See footnote (4)

Common Stock	37,166	I	By wife ⁽⁵⁾
Common Stock	108,712	I	See footnote ⁽⁶⁾
Common Stock	16,200	I	See footnote ⁽⁷⁾
Common Stock	70,000	I	By GRATs
Common Stock	21,440	D	

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (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 FRANKLIN LAKES, NJ 07417	X			

Signatures

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

03/13/2012

__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).

Held in trust and/or limited liability company for benefit of reporting person. On December 23, 2011, the reporting person contributed

(1) 50,000 shares from the aforementioned trust to a limited partnership in which he had a 99% limited partner interest. This event resulted in a change in the form of beneficial ownership with respect to 49,500 of the shares so contributed.

This transaction involves the transfer by the reporting person of a 99% limited partner interest in a limited partnership that owns, among other things, 50,000 shares of BD stock (see note 1 above), in exchange for a promissory note, the principal amount of which has yet to be determined. The principal amount of the note will be determined by an independent appraiser at a future date. The closing price of BD stock on the date of this transaction was \$76.82.

- (2) Represents shares held in a limited liability company (the "LLC"). The reporting person disclaims beneficial interest in the shares except to the extent of his ownership in the LLC.
- (3) By trust for benefit of reporting person and his siblings, of which he is a co-trustee.
- (4) Represents shares held in trust and directly by spouse.
- (5) By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
- (6) Represents shares held in certain trusts of which reporting person is a co-trustee. These shares were formerly in trust for reporting person's parent.

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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