

DURACK DAVID T
Form 4
December 20, 2010

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DURACK DAVID T

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)
11/29/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/29/2010 | | S | 478 D \$ 77.75 | 8,382 | D | |
| Common Stock | 12/01/2010 | | M | 1,911 A \$ 54.41 | 10,293 | D | |
| Common Stock | 12/01/2010 | | S | 1,911 D \$ 78.5 | 8,382 | D | |
| Common Stock | 12/13/2010 | | M | 3,500 A \$ 59.16 | 11,882 | D | |
| Common Stock | 12/13/2010 | | D | 2,503 D \$ 82.69 | 9,379 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------------|---|-----------|
| Common Stock | 12/13/2010 | F | 324 | D | \$ 82.69 | 9,055 | D | |
| Common Stock | 12/17/2010 | S | 673 | D | \$ 84.89 | 8,382 | D | |
| Common Stock | 12/17/2010 | M | 3,539 | A | \$ 59.16 | 11,921 | D | |
| Common Stock | 12/17/2010 | D | 2,463 | D | \$ 84.98 | 9,458 | D | |
| Common Stock | 12/17/2010 | F | 350 | D | \$ 84.98 | 9,108 | D | |
| Common Stock | | | | | | 5,092 ⁽¹⁾ | I | SIP Trust |

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.

SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 54.41 | 12/01/2010 | | M | 1,911 | ⁽²⁾ 11/23/2014 | Common Stock | 1,911 |
| Stock Appreciation Right | \$ 59.16 | 12/13/2010 | | M | 3,500 | ⁽³⁾ 11/21/2015 | Common Stock | 3,500 |
| Stock Appreciation Right | \$ 59.16 | 12/17/2010 | | M | 3,539 | ⁽³⁾ 11/21/2015 | Common Stock | 3,539 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DURACK DAVID T C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417 | | | Senior Vice President | |

Signatures

| | |
|---|------------|
| Patricia Walesiewicz, by power of attorney for David T. Durack | 12/20/2010 |
| **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 November 30, 2010.
 - (2) The option became exercisable in four annual installments beginning November 23, 2005.
 - (3) The stock appreciation right became exercisable in four annual installments beginning November 21, 2006.

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