

Rhodes William E.
Form 3
October 12, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Rhodes William E. | | (Month/Day/Year) | BECTON DICKINSON & CO [BDX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O BECTON, DICKINSON AND COMPANY,Â 1 BECTON DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | Senior Vice President | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

FRANKLIN LAKES,Â NJÂ 07417
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,077 ⁽¹⁾ | D | Â |
| Common Stock | 1,286 | I | SIP Trust ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Stock Appreciation Rights | 11/21/2007 ⁽³⁾ | 11/21/2016 | Common Stock | 5,894 | \$ 71.72 | D | Â |
| Stock Appreciation Rights | 11/20/2008 ⁽⁴⁾ | 11/20/2017 | Common Stock | 5,768 | \$ 84.33 | D | Â |
| Stock Appreciation Rights | 11/25/2009 ⁽⁵⁾ | 11/25/2018 | Common Stock | 8,228 | \$ 62.5 | D | Â |
| Stock Appreciation Rights | 11/24/2010 ⁽⁶⁾ | 11/24/2019 | Common Stock | 9,224 | \$ 75.63 | D | Â |
| Stock Appreciation Rights | 11/23/2011 ⁽⁷⁾ | 11/23/2020 | Common Stock | 9,818 | \$ 76.64 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rhodes William E. C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417 | Â | Â | Â Senior Vice President | Â |

Signatures

Richard Stout, by power of attorney for William E. Rhodes
10/12/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,373 restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (2) 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 September 30, 2011.
- (3) The stock appreciation rights vest in four annual installments beginning November 21, 2007.
- (4) The stock appreciation rights vest in four annual installments beginning November 20, 2008.
- (5) The stock appreciation rights vest in four annual installments beginning November 25, 2009.
- (6) The stock appreciation rights vest in four annual installments beginning November 24, 2010.
- (7) The stock appreciation rights vest in four annual installments beginning November 23, 2011.

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.