BECTON DICKINSON & CO

Form 5

November 14, 2006

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer COHEN GARY M Symbol **BECTON DICKINSON & CO** (Check all applicable) [BDX] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X _ Officer (give title Other (specify (Month/Day/Year) below) below) 09/30/2006 Executive Vice President C/O BECTON, DICKINSON AND COMPANY, Â 1 BECTON DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) FRANKLIN LAKES. NJÂ 07465 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 4. Securities Acquired 5. Amount of 6. 2. Transaction Date 2A. Deemed 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) Amount (D) Price Common Â Â 11/01/2005 G 19 D \$0 45,043 D Stock Common Â Â 12/13/2005 G 1,414 D \$0 D 43,629 Stock Common Â Â 02/06/2006 6,000 49,629 M A D Stock

Â

04/11/2006

Common

G

80

\$0

D

49,549

D

Â

04/13/2006	Â	G	16	D	\$ 0	49,533	D	Â
09/13/2006	Â	G	36	D	\$ 0	49,497	D	Â
Â	Â	Â	Â	Â	Â	14,808	I	SIP Trust
	09/13/2006	09/13/2006 Â	09/13/2006 Â G	09/13/2006 Â G 36	09/13/2006 Â G 36 D	09/13/2006 Â G 36 D \$0	09/13/2006 Â G 36 D \$ 0 49,497	09/13/2006 Â G 36 D \$ 0 49,497 D

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.

Relationships

SEC 2270 (9-02)

Shar

6,0

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 Exercisab Expiration Date (Month/Day/Year		7. Title an Underlyin (Instr. 3 ar	g Securit
						Date Exercisable	Expiration Date	Title	Amo or Num

(A) (D) Common Common \$ 32.49 02/06/2006 M 6,000 11/27/2002⁽²⁾ 11/27/2011 Stock

Reporting Owners

Reporting Owner Name / Address	•					
	Director	10% Owner	Officer	Other		
COHEN GARY M C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07465	Â	Â	Executive Vice President	Â		

Signatures

Stock

Patricia Walesiewicz, by power of attorney for Gary M. 11/14/2006 Cohen

> **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).

Reporting Owners 2

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- (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 October 31, 2006.
- (2) The option became exercisable in four equal annual installments beginning on November 27, 2002.

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.