KOZY WILLIAM A

Form 4

February 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KOZY WILLIAM A			2. Issuer Name and Ticker or Trading Symbol BECTON DICKINSON & CO [BDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
	(First) N, DICKINSO , 1 BECTON D		3. Date of Earliest Transaction (Month/Day/Year) 02/02/2007	Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		

FRANKLIN LAKES, NJ 07417

Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative (Securi	ities Acqu	iired, Disposed of	f, or Beneficial	y 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. Securit or(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	02/02/2007		M	19,148	A	\$ 35.06	87,228	D	
Common Stock	02/02/2007		M	21,417	A	\$ 27.91	108,645	D	
Common Stock	02/02/2007		S	40,565	D	\$ 77.13	68,080	D	
Common Stock							9,647 (2)	I	SIP Trust

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 35.06	02/02/2007		M	19,148	01/25/2001(3)	01/25/2009	Common Stock	19,1
Employee Stock Option (right to buy)	\$ 27.91	02/02/2007		M	21,417	01/24/2002(4)	01/24/2010	Common Stock	21,4

Reporting Owners

Reporting Owner Name / Address		Ketationships					
	Director	10% Owner	Officer	Other			

KOZY WILLIAM A

C/O BECTON, DICKINSON AND COMPANY

1 BECTON DRIVE

FRANKLIN LAKES, NJ 07417

Executive Vice President

Signatures

Patricia Walesiewicz, by power of attorney for William A. Kozy 02/02/2007

**Signature of Reporting Person Date

Reporting Owners 2

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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) The reported sale price reflects an average price for twenty four separate transactions. The actual sales prices for the transactions ranged from \$77 through \$77.43.
- (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 January 31, 2007.
- (3) The option became 50% exercisable on January 25, 2001 and fully exercisable on January 25, 2002.
- (4) The option became 50% exercisable on January 24, 2002 and fully exercisable on January 24, 2003.

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.