**KOZY WILLIAM A** Form 4

May 05, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

10% Owner

Other (specify

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **KOZY WILLIAM A** Issuer Symbol **BECTON DICKINSON & CO** (Check all applicable) [BDX] (Last) (First) (Middle) 3. Date of Earliest Transaction Director \_X\_\_ Officer (give title (Month/Day/Year) below) C/O BECTON, DICKINSON AND 05/01/2008 **Executive Vice President** 

COMPANY, 1 BECTON DRIVE

(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 Form filed by More than One Reporting

#### 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)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		l of (D) 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)
Common Stock	05/01/2008		Code V M	Amount 24,971	(D)	Price \$ 0	107,520	D	
Common Stock	05/01/2008		S	24,971	D	\$ 89.54 (1)	82,549	D	
Common Stock	05/02/2008		M	5,196	A	\$ 32.49	87,745	D	
Common Stock	05/02/2008		S	5,196	D	\$ 89.69 (2)	82,549	D	

Common Stock

 $10,210 \frac{(3)}{}$  I

**SIP Trust** 

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. Transactic 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 32.49	05/01/2008		M	24,971	<u>(4)</u>	11/27/2011	Common Stock	24,971
Employee Stock Option (right to buy)	\$ 32.49	05/02/2008		М	5,196	<u>(4)</u>	11/27/2011	Common Stock	5,196

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 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.

05/05/2008

Kozy

\*\*Signature of Reporting Person

Date

Reporting Owners 2 Edgar Filing: KOZY WILLIAM A - Form 4

### **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 six separate transactions. The actual sales prices for the transactions ranged from \$89.50 through \$89.68.
- (2) The reported sale price reflects an average price for eight separate transactions. The actual sales prices for the transactions ranged from \$89.50 through \$89.76.
- (3) 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 April 30, 2008.
- (4) The option became exercisable in four annual installments beginning November 27, 2002.

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.