

TOZZI WILLIAM A
Form 4
November 26, 2004

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

OMB APPROVAL

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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 *
TOZZI 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)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

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

C/O BECTON, DICKINSON AND COMPANY, 1 BECTON DRIVE

11/23/2004

VP and Controller

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

FRANKLIN LAKES, NJ 07417

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 or Price | | | |
| Common Stock | 11/23/2004 | | A | 1,085 (1) | A \$ 54.41 | 6,150 | D | |
| Common Stock | 11/24/2004 | | M | 8,000 | A \$ 24.8125 | 14,150 | D | |
| Common Stock | 11/24/2004 | | F | 1,833 | D \$ 54.2 | 12,317 | D | |
| Common Stock | 11/24/2004 | | S | 3,970 | D \$ 54.6215 | 8,347 | D | |
| Common Stock | | | | | | 3,982 | I | SIP Trust (2) |

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

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(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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 54.41 | 11/23/2004 | | A | 6,877 | 11/23/2005 ⁽³⁾ 11/23/2015 | Common Stock | 6, |
| Employee Stock Option (right to buy) | \$ 24.8125 | 11/24/2004 | | M | 8,000 | 01/27/1999 ⁽⁴⁾ 01/27/2007 | Common Stock | 8, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOZZI WILLIAM A C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417 | | | VP and Controller | |

Signatures

| | |
|---|------------|
| Patricia Walesiewicz, by power of attorney for William A. Tozzi | 11/26/2004 |
|---|------------|

**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 awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.

Represents shares of common stock held under the Becton, Dickinson and Company Savings Incentive Plan (the "SIP"). Mr. Tozzi also

(2) has an interest in 436 shares of Series B Convertible Preferred Stock under the SIP, which are convertible into 2,790 shares of common stock. The information presented for the SIP is as of October 31, 2004.

(3) The option vests in four annual installments beginning November 23, 2005.

(4) The option became 50% exercisable on January 27, 1999 and fully exercisable on January 27, 2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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