

KOZY WILLIAM A
Form 4
December 12, 2007

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

(Last) (First) (Middle)
C/O BECTON, DICKINSON AND
COMPANY, 1 BECTON DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Executive Vice President

(Street)
FRANKLIN LAKES, NJ 07417

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/10/2007		M		2,228	A \$ 0	82,504 D
Common Stock	12/10/2007		F		1,004	D \$ 0	81,500 D
Common Stock	12/11/2007		M		7,692	A \$ 32.49	89,192 D
Common Stock	12/11/2007		M		3,334	A \$ 29.99	92,526 D
Common Stock	12/11/2007		F		4,195	D \$ 83.39	88,331 D

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Common Stock	12/12/2007	S	5,782	D	\$ 83.95	82,549	D	
Common Stock						9,943 ⁽¹⁾	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. 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 Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Rights to Common Stock	(2)	12/10/2007		M		2,228		(3)	(3)	Common Stock	2,228	\$
Employee Stock Option (right to buy)	\$ 32.49	12/11/2007		M		7,692		(4)	(4)	Common Stock	7,692	\$
Employee Stock Option (right to buy)	\$ 29.99	12/11/2007		M		3,334		(5)	(5)	Common Stock	3,334	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KOZY WILLIAM A
C/O BECTON, DICKINSON AND COMPANY

Executive Vice President

1 BECTON DRIVE
FRANKLIN LAKES, NJ 07417

Signatures

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

12/12/2007

__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 of common stock held under the Becton, Dickinson and Company Savings Incentive Plan (the "SIP"). The information presented for the SIP is as of November 30, 2007.
- (2) The securities convert to common stock on a one-for-one basis.
- (3) These shares were issuable under the November 24, 2003 grant of performance units and were mandatorily deferred until the payment of these shares was deductible under Section 162(m) of the Internal Revenue Code.
- (4) The option became exercisable in four annual installments beginning November 27, 2002.
- (5) The option became exercisable in four annual installments beginning November 25, 2003.

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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