

DURACK DAVID T

Form 4

December 20, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DURACK DAVID T

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)
11/29/2010

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/29/2010		S		478	D \$ 77.75	8,382	D	
Common Stock	12/01/2010		M		1,911	A \$ 54.41	10,293	D	
Common Stock	12/01/2010		S		1,911	D \$ 78.5	8,382	D	
Common Stock	12/13/2010		M		3,500	A \$ 59.16	11,882	D	
Common Stock	12/13/2010		D		2,503	D \$ 82.69	9,379	D	

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Common Stock	12/13/2010	F	324	D	\$ 82.69	9,055	D	
Common Stock	12/17/2010	S	673	D	\$ 84.89	8,382	D	
Common Stock	12/17/2010	M	3,539	A	\$ 59.16	11,921	D	
Common Stock	12/17/2010	D	2,463	D	\$ 84.98	9,458	D	
Common Stock	12/17/2010	F	350	D	\$ 84.98	9,108	D	
Common Stock						5,092 ⁽¹⁾	I	SIP Trust

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 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)	\$ 54.41	12/01/2010		M	1,911	⁽²⁾ 11/23/2014	Common Stock 1,911
Stock Appreciation Right	\$ 59.16	12/13/2010		M	3,500	⁽³⁾ 11/21/2015	Common Stock 3,500
Stock Appreciation Right	\$ 59.16	12/17/2010		M	3,539	⁽³⁾ 11/21/2015	Common Stock 3,539

Signatures

12/20/2010

Date _____

Explanation of Responses:

- 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.