

BECTON DICKINSON & CO
 Form 5
 November 14, 2006

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
COHEN GARY M

(Last) (First) (Middle)

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

(Street)

FRANKLIN LAKES, NJ 07465

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BECTON DICKINSON & CO [BDX]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/01/2005	^	G	19	D	\$ 0	45,043	D	^
Common Stock	12/13/2005	^	G	1,414	D	\$ 0	43,629	D	^
Common Stock	02/06/2006	^	M	6,000	A	\$ 32.49	49,629	D	^
Common	04/11/2006	^	G	80	D	\$ 0	49,549	D	^

Stock

Common Stock	04/13/2006	Â	G	16	D	\$ 0	49,533	D	Â
Common Stock	09/13/2006	Â	G	36	D	\$ 0	49,497	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	14,808	I	SIP Trust (1)

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)
Common Stock	\$ 32.49	02/06/2006	Â	M	Â 6,000	11/27/2002 ⁽²⁾ 11/27/2011	Common Stock 6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COHEN GARY M
C/O BECTON, DICKINSON AND COMPANY
1 BECTON DRIVE
FRANKLIN LAKES, NJ 07465

Â Â Â Executive Vice President Â

Signatures

Patricia Walesiewicz, by power of attorney for Gary M. Cohen

11/14/2006

**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).

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- (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 October 31, 2006.
- (2) The option became exercisable in four equal annual installments beginning on November 27, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.