

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-04**  
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### REPORTING OWNER

#### LUDWIG EDWARD J

CIK: **1221783**

Type: **4** | Act: **34** | File No.: **001-04802** | Film No.: **06514083**

Mailing Address

*C/O BECTON DICKERSON &  
CO  
1 BECTON DR  
FRANKLIN LAKES NJ 07417*

### ISSUER

#### BECTON DICKINSON & CO

CIK: **10795** | IRS No.: **220760120** | State of Incorporation: **NJ** | Fiscal Year End: **0930**  
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address

*ONE BECTON DR  
FRANKLIN LAKE NJ 07417*

Business Address

*ONE BECTON DR  
FRANKLIN LAKES NJ  
07417-1880  
2018476800*

# 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

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 <b>LUDWIG EDWARD J</b>			2. Issuer Name and Ticker or Trading Symbol <b>BECTON DICKINSON &amp; CO [BDX]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman, President and CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/04/2006</b>			
C/O BECTON, DICKINSON AND COMPANY, 1 BECTON DRIVE						
(Street) <b>FRANKLIN LAKES, NJ 07417</b>			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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)			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Rights to Common Stock Under Deferred Compensation Plan	(1)	01/04/2006		A		8,905.46		(2)	(2)	Common Stock	8,905.46	\$61.35	56,349.88 (3)	D	

**Explanation of Responses:**

- The securities convert to common stock on a one-for-one basis.
- The securities are generally distributed upon termination, or following retirement on the date of dates specified by the reporting person.
- Includes shares acquired through dividend reinvestment since the last report filed by the reporting person.

**Signatures**

Patricia Walesiewicz, by power of attorney for Edward J. Ludwig

01/05/2006

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**