

KOZY WILLIAM A

Form 4

January 31, 2006

**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 \*  
**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)  
**01/27/2006**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**President - BD Diagnostics**

(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)
Common Stock	01/27/2006		M	102,538 A	\$ 24.8125 159,626	D	
Common Stock	01/27/2006		S	102,538 D	\$ 63.919 57,088	D	
Common Stock	01/30/2006		M	2,852 A	\$ 35.0625 59,940	D	
Common Stock	01/30/2006		M	3,583 A	\$ 27.9063 63,523	D	
Common Stock					9,236 <sup>(1)</sup>	I	SIP Trust

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to buy)	\$ 24.8125	01/27/2006		M		102,538		01/27/1999 <sup>(2)</sup>	01/27/2007	Common Stock	102,538
Employee Stock Option (right to buy)	\$ 35.0625	01/27/2006		M		2,852		01/25/2001 <sup>(3)</sup>	01/25/2009	Common Stock	2,852
Employee Stock Option (right to buy)	\$ 27.9063	01/27/2006		M		3,583		01/24/2002 <sup>(4)</sup>	01/24/2010	Common Stock	3,583

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOZY WILLIAM A C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417			President - BD Diagnostics	

## Signatures

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

01/31/2006

          \*\*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).

- (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 December 31, 2005.
- (2) The option became 50% exercisable on January 27, 1999 and fully exercisable on January 27, 2000.
- (3) The option became 50% exercisable on January 25, 2001 and fully exercisable on January 25, 2002.
- (4) The option became 50% exercisable on January 24, 2002 and fully exercisable on January 24, 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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