

KOZY WILLIAM A  
Form 4  
January 31, 2006

**FORM 4**

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

OMB APPROVAL

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**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

(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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/27/2006

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

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

(Street)

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

FRANKLIN LAKES, NJ 07417

(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 or Price   |  |   |
| 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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 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<br>C/O BECTON, DICKINSON AND COMPANY<br>1 BECTON DRIVE<br>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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