#### FORLENZA VINCENT A

Form 4

November 25, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16.

Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FORLENZA VINCENT A

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

**BECTON DICKINSON & CO** [BDX]

Director 10% Owner

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

11/24/2009

X\_ Officer (give title Other (specify below) below) President

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

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

FRANKLIN LAKES, NJ 07417

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of 5. Number of 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Conversion

7. Title and Amo

Underlying Secu

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	or Disposed (D) (Instr. 3, 4,	d of	r)	(Instr. 3 and 4)	
				Code V	and 5) 7 (A)	(D) Date Exercisable	Expiration Date	Title	An or Nu of
Stock Appreciation Rights	\$ 75.63	11/24/2009		A	54,742	11/24/2010 <u>(1)</u>	11/24/2019	Common Stock	54

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FORLENZA VINCENT A C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417

President

**Signatures** 

Patricia Walesiewicz, by power of attorney for Vincent A. Forlenza 11/25/2009

\*\*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) The stock appreciation rights vest in four annual installments beginning November 24, 2010.

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.

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