

BECTON HENRY P JR
Form 4/A
December 02, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECTON HENRY P JR

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2004

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

FRANKLIN LAKES, NJ 07417

4. If Amendment, Date Original Filed(Month/Day/Year)
07/06/2004

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-----|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | | | |
| Common Stock | 07/06/2004 | | G | V | 24,000 | D | \$ 0 32,000 | I | See footnote <u>(1)</u> |
| Common Stock | 07/06/2004 | | G | V | 4,800 | A | \$ 0 135,305 | I | See footnote <u>(2)</u> |
| Common Stock | 07/06/2004 | | G | V | 4,800 | A | \$ 0 121,800 | I | See footnote <u>(3)</u> |
| Common Stock | | | | | | | 108,440 <u>(4)</u> | I | See footnote <u>(5)</u> |
| Common Stock | | | | | | | 32,320 <u>(4)</u> | I | By wife |

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) Held in charitable remainder trust of which reporting person is a remainder beneficiary.
- (2) Held in trust and/or limited liability company for benefit of reporting person.
- (3) Represents shares held in trust of which reporting person has become a co-trustee.
- (4) Beneficial ownership of these securities is expressly disclaimed.
- (5) By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
- (6) Includes shares acquired through dividend reinvestment since the last report filed by the reporting person.
- (7) The securities convert to common stock on a one-for-one basis.
- (8) The securities are distributed following termination of the reporting person's service as a director, on the date or dates specified by the reporting person.
- (9) Includes rights acquired through dividend reinvestment since the last report filed by the reporting person.

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.