

OVERLOCK WILARD J JR  
Form 4  
February 14, 2012

**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 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 \*  
OVERLOCK WILARD J 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)

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

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

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

02/13/2012

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/13/2012                           |  | M                              |   | 2,327   | A  | \$ 36.93                          |
| Common Stock                    | 02/13/2012                           |  | M                              |   | 2,781   | A  | \$ 32.07                          |
| Common Stock                    | 02/13/2012                           |  | F                              |   | 2,294   | D  | \$ 76.4                           |
|                                 |                                      |  |                                |   | 25,550  |  |                                   |
|                                 |                                      |  |                                |   | 28,331  |  |                                   |
|                                 |                                      |  |                                |   | 26,037  |  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

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**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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                |   |  | Amount or Number of Shares                                    |
|  |  |                                      |  |                                |   |  | Title   |
|  |  |                                      |  |                                |   |  | Date Exercisable  |
|  |  |                                      |  |                                |   |  | Expiration Date   |
|  |  |                                      |  |                                |   |  | Code  |
|  |  |                                      |  |                                |   |  | V (A) (D)   |
| Stock Option (Right to Buy)                | \$ 36.93   | 02/13/2012                           |  | M                              | 2,327   | 02/13/2003 <sup>(1)</sup> 02/13/2012                     | Common Stock 2,327  |
| Stock Option (Right to Buy)                | \$ 32.07   | 02/13/2012                           |  | M                              | 2,781   | 02/11/2004 <sup>(2)</sup> 02/11/2013                     | Common Stock 2,781  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

OVERLOCK WILARD J JR  
C/O BECTON, DICKINSON AND COMPANY  
1 BECTON DRIVE  
FRANKLIN LAKES, NJ 07417

X

## Signatures

Patricia Walesiewicz, by power of attorney for Willard J. Overlock, Jr.

02/14/2012

\*\*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 option became exercisable in four annual installments beginning February 13, 2003.

(2) The option became exercisable in four annual installments beginning February 11, 2004.

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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