Conroy Alexandre Form 3 June 07, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

À Conroy Alexandre

(Last)

(First)

(Middle)

(Zip)

Statement

(Month/Day/Year)

06/01/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

BECTON DICKINSON & CO [BDX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Senior Vice President

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

Director _X__ Officer (give title below) (specify below)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

FRANKLIN LAKES, NJÂ 07417

(City) (State)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

Form: Direct (D) (Instr. 5)

or Indirect (I) (Instr. 5)

Common Stock

7,411 (1)

Â D

Common Stock

31,482

Ι GSIP Trust (2)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

Conversion or Exercise

6. Nature of Ownership Indirect Beneficial Ownership Form of

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			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	11/23/2005(3)	11/23/2014	Common Stock	7,641	\$ 54.41	D	Â
Stock Appreciation Rights	11/21/2006(4)	11/21/2015	Common Stock	7,626	\$ 59.16	D	Â
Stock Appreciation Rights	11/21/2007(5)	11/21/2016	Common Stock	6,876	\$ 71.72	D	Â
Stock Appreciation Rights	11/20/2008(6)	11/20/2017	Common Stock	5,546	\$ 84.33	D	Â
Stock Appreciation Rights	11/25/2009(7)	11/25/2018	Common Stock	7,338	\$ 62.5	D	Â
Stock Appreciation Rights	11/24/2010(8)	11/24/2019	Common Stock	10,127	\$ 75.63	D	Â
Stock Appreciation Rights	11/23/2011(9)	11/23/2020	Common Stock	9,147	\$ 76.64	D	Â
Stock Appreciation Rights	11/22/2012(10)	11/22/2021	Common Stock	11,763	\$ 72.12	D	Â

Reporting Owners

Reporting Owner Name / Address			Relationships		
	Director	10% Owner	Officer	Other	
Conroy Alexandre C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417	Â	Â	Senior Vice President	Â	

Signatures

Richard Stout, by power of attorney for Alexandre Conroy 06/07/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Includes 1,042 restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (2) Represents shares of common stock held under the Becton, Dickinson and Company Global Share Investment Program (the "GSIP"). The information presented for the GSIP is as of May 31, 2012.
- (3) The option became exercisable in four annual installments beginning November 23, 2005.

Reporting Owners 2

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- (4) The stock appreciation rights vest in four annual installments beginning November 21, 2006.
- (5) The stock appreciation rights vest in four annual installments beginning November 21, 2007.
- (6) The stock appreciation rights vest in four annual installments beginning November 20, 2008.
- (7) The stock appreciation rights vest in four annual installments beginning November 25, 2009.
- (8) The stock appreciation rights vest in four annual installments beginning November 24, 2010.
- (9) The stock appreciation rights vest in four annual installments beginning November 23, 2011.
- (10) The stock appreciation rights vest in four annual installments beginning November 22, 2012.

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.