

Boles Donna M
Form 3
June 09, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Boles Donna M | | (Month/Day/Year) | BECTON DICKINSON & CO [BDX] | |
| (Last) | (First) | (Middle) | 06/01/2004 | |
| C/O BECTON, DICKINSON AND COMPANY, Â 1 BECTON DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | Executive VP - Human Resources | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| FRANKLIN LAKES, Â NJ Â 07417 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 904 ⁽¹⁾ | D | Â |
| Common Stock | 1,658 | I | SIP ⁽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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Option (right to buy) | 01/24/2002 ⁽³⁾ | 01/24/2010 | Common Stock | 2,200 | \$ 27.9063 | D | Â |
| Employee Stock Option (right to buy) | 11/27/2002 ⁽⁴⁾ | 11/27/2010 | Common Stock | 5,000 | \$ 31.845 | D | Â |
| Employee Stock Option (right to buy) | 11/27/2002 ⁽⁵⁾ | 11/27/2011 | Common Stock | 12,000 | \$ 32.49 | D | Â |
| Employee Stock Option (right to buy) | 11/25/2003 ⁽⁶⁾ | 11/25/2012 | Common Stock | 11,000 | \$ 29.99 | D | Â |
| Employee Stock Option (right to buy) | 11/24/2004 ⁽⁷⁾ | 11/24/2013 | Common Stock | 12,000 | \$ 38.775 | D | Â |
| Employee Stock Option (right to buy) | 11/23/2005 ⁽⁸⁾ | 11/23/2014 | Common Stock | 5,731 | \$ 54.41 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|--|---------------|-----------|---------|--------------------------------|-------|
| | Director | 10% Owner | Officer | | |
| Boles Donna M C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417 | Â | Â | Â | Executive VP - Human Resources | Â |

Signatures

Patricia Walesiewicz, by power of attorney for Donna M. Boles 06/09/2005

__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) Reflects 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 Savings Incentive Plan (the "SIP"). The information presented for the SIP is as of June 1, 2005.
 - (3) The option became 50% exercisable on January 24, 2002 and fully exercisable on January 24, 2003.
 - (4) The option became 50% exercisable on November 27, 2002 and fully exercisable on November 27, 2003.
 - (5) The option vests in four annual installments beginning November 27, 2002.
 - (6) The option vests in four annual installments beginning November 25, 2003.
 - (7) The option vests in four annual installments beginning November 24, 2004.

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(8) The option vests in four annual installments beginning November 23, 2005.

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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