

BECTON DICKINSON & CO
Form 8-K
November 12, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 8, 2010

BECTON, DICKINSON AND COMPANY

(Exact Name of Registrant as Specified in Charter)

New Jersey

001-4802

22-0760120

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

**1 Becton Drive,
Franklin Lakes, New Jersey**

07417-1880

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(201) 847-6800**

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On November 8, 2010, Becton Dickinson and Company (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Goldman Sachs & Co. and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters named therein, in connection with the offer and sale of \$700.0 million aggregate principal amount of 3.25% notes due November 12, 2020 (the 2020 Notes) and \$300.0 million aggregate principal amount of 5.00% notes due November 12, 2040 (the 2040 Notes , and together with the 2020 Notes, the Notes). The Underwriting Agreement is attached to this Current Report on Form 8-K as Exhibit 1.1.

The Notes were offered and sold pursuant to the Company s automatic shelf registration statement (the Registration Statement) on Form S-3 (Registration No. 333-159102) filed with the Securities and Exchange Commission (the SEC) on May 8, 2009, as supplemented by the final prospectus supplement filed with the SEC on November 9, 2010.

The Notes were issued pursuant to the indenture dated March 1, 1997 (the Indenture) between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee. A copy of the Indenture is filed as Exhibit 4(a) to the Company s Form 8-K filed on July 31, 1997. The forms of the 2020 Notes and the 2040 Notes are attached to this Current Report on Form 8-K as Exhibit 4.1 and Exhibit 4.2, respectively.

The above description of the Underwriting Agreement and the Notes is qualified in its entirety by reference to the Underwriting Agreement and forms of Notes. Each of the Underwriting Agreement, the form of the 2020 Notes and the form of the 2040 Notes is incorporated by reference into the Registration Statement.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

- 1.1 Underwriting Agreement, dated November 8, 2010, by and among Becton, Dickinson and Company and Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters named therein.
 - 4.1 Form of 3.25% Notes due November 12, 2020.
 - 4.2 Form of 5.00% Notes due November 12, 2040.
 - 5.1 Opinion of Simpson Thacher & Bartlett LLP.
 - 23.1 Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BECTON, DICKINSON AND COMPANY
(Registrant)

By: /s/ Gary DeFazio
Gary DeFazio
Assistant Secretary

Date: November 12, 2010

INDEX TO EXHIBITS

Exhibit Number	Description
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4.1	Form of 3.25% Notes due November 12, 2020.
4.2	Form of 5.00% Notes due November 12, 2040.
5.1	Opinion of Simpson Thacher & Bartlett LLP.
23.1	Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).