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BECTON DICKINSON & CO

Form 8-K

April 30, 2003

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) April 30, 2003

BECTON, DICKINSON AND COMPANY

(Exact name of registrant as specified in its charter)

New Jersey

001-4802

22-0760120

(State or other juris-
diction of incorporation)

(Commission
File Number)

(IRS Employer Iden-
tification Number)

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

N/A

(Former name or former addresses if changed since last report.)

Item 9. REGULATION FD DISCLOSURE.

The following statement is being furnished by the Company under the provisions of Regulation FD:

On April 30, 2003, Edward J. Ludwig, Chairman, President and Chief Executive Officer of Becton, Dickinson and Company ("BD"), exercised options to purchase 46,428 shares of BD. Mr. Ludwig has sold 26,428 of these shares to cover costs and tax obligations related to this stock option exercise. On April 30, 2003, Mr. Ludwig also made a charitable

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contribution of 1,000 shares.

As a result of these transactions, Mr. Ludwig has an ownership interest in an aggregate of 98,899 shares of BD, including 52,789 shares owned directly, 18,206 shares held in BD's Savings Incentive Plan and 27,904 shares held in BD's Deferred Compensation Plan.

Since January 1, 2003, Mr. Ludwig has invested a total of \$327,654 in 10,650 shares of common stock of BD, through bonus and salary deferral elections pursuant to BD's Deferred Compensation Plan (the "Plan"). In addition, since January 1, 2003, two other executive officers of BD have invested a total of \$243,254 in 7,892 shares of BD common stock, through bonus and salary deferrals elections pursuant to the Plan. These investments in BD shares under the Plan are reported, as they occur, as acquisitions of derivative securities on Table II of Forms 4.

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: April 30, 2003