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BECTON DICKINSON & CO  
Form 8-K  
February 04, 2008

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) January 29, 2008

**BECTON, DICKINSON AND COMPANY**

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(Exact Name of Registrant as Specified in Its Charter)

**New Jersey**

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(State or Other Jurisdiction of Incorporation)

**001-4802**

**22-0760120**

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(Commission File Number)

(IRS Employer Identification No.)

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

**07417-1880**

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(Address of Principal Executive Offices)

(Zip Code)

**(201) 847-6800**

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(Registrant's Telephone Number, Including Area Code)

**N/A**

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(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))



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Upon the conclusion of the 2008 Annual Meeting of Shareholders of Becton, Dickinson and Company ("BD"), held on January 29, 2008 (the "2008 Annual Meeting"), James E. Perrella retired as a member of the BD Board of Directors.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As a result of revisions to the responsibilities of the Corporate Affairs Committee to include oversight of BD's research and development activities, the By-laws of BD have been amended, effective January 29, 2008, to change the name of the Corporate Affairs Committee to the Corporate and Scientific Affairs Committee. A copy of BD's Amended and Restated By-laws as of January 29, 2008 is filed as Exhibit 3.1 to this report.

**Item 8.01 Other Events**

On January 29, 2008, BD issued a press release announcing the declaration of a quarterly dividend. A copy of the press release is attached hereto as Exhibit 99.1.

On January 29, 2008, BD issued a press release announcing the voting results of the 2008 Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.2.

**Item 9.01 Financial Statements and Exhibits**

- 3.1 By-laws of BD, as amended and restated as of January 29, 2008.
  - 99.1 Press release dated January 29, 2008, which is filed pursuant to Item 8.01
  - 99.2 Press release dated January 29, 2008, which is filed pursuant to Item 8.01
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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/ Dean J. Parnicas  
Dean J. Parnicas  
Vice President, Corporate  
Secretary and Public Policy

Date: February 4, 2008

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INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
3.1	By-laws of BD, as amended and restated as of January 29, 2008
99.1	Press release dated January 29, 2008, which is filed pursuant to Item 8.01
99.2	Press release dated January 29, 2008, which is filed pursuant to Item 8.01

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