

BECTON DICKINSON & CO

Form S-8

August 10, 2009

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As filed with the Securities and Exchange Commission on August 10, 2009

Registration No. ___ - _____

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

BECTON, DICKINSON AND COMPANY
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of
incorporation or organization)

22-076120
(I.R.S. Employer Identification No.)

1 Becton Drive, Franklin Lakes, New Jersey
(Address of Principal Executive Offices) 07417-1880
(Zip Code)

**2004 EMPLOYEE AND DIRECTOR
EQUITY-BASED COMPENSATION PLAN**

(Full title of the plan)
Jeffrey S. Sherman

Vice President and General Counsel
1 Becton Drive, Franklin Lakes, New Jersey 07417-1880
(Name and address of agent for service)
(201) 847-3223
(Telephone number, including area code,
of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|--------------------------------------|-----------------------------|--|--|----------------------------|
| Common Stock, \$1.00 par value | 1,000,000 shares | \$64.90 | \$64,900,000 | \$3,621.42 |

(1) Plus an indeterminate

number of
additional
shares which
may be offered
and issued to
prevent dilution
resulting from
stock splits,
stock dividends
or similar
transactions.

- (2) Estimated solely
for the purpose
of calculating
the registration
fee pursuant to
Rule 457(c) and
457(h)(1), based
upon the
average of the
high and low
sales prices of
the Common
Stock on the
New York
Stock Exchange
on August 3,
2009.
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EXPLANATORY NOTE

A Registration Statement was filed on August 13, 2004 (Registration No. 333-118235) (the Prior Registration Statement), to register under the Securities Act of 1933, among other things, shares of Becton, Dickinson and Company common stock, par value \$1.00 per share (the Common Stock), issuable under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan (the Plan). This Registration Statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of 1933 of an additional 1,000,000 shares of Common Stock that are issuable under the Plan at any time or from time to time.

INFORMATION INCORPORATED BY REFERENCE

Pursuant to General Instruction E to Form S-8, Becton, Dickinson and Company hereby incorporates by reference the contents of the Prior Registration Statement.

EXHIBITS

Exhibit Number

| | |
|-------|--|
| 4 | 2004 Employee and Director Equity-Based Compensation Plan, as amended and restated as of November 25, 2008 |
| 5 | Opinion of Jeffrey S. Sherman, Esq. |
| 23(a) | Consent of Ernst & Young |
| 23(b) | Consent of Jeffrey S. Sherman (included in the opinion filed herewith as Exhibit 5) |
| 24 | Powers of Attorney (included on signature page) |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Franklin Lakes, State of New Jersey, on the 10th day of August, 2009.

BECTON, DICKINSON AND COMPANY

By: /s/ Jeffrey S. Sherman
Jeffrey S. Sherman
Senior Vice President and General
Counsel

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints, Jeffrey S. Sherman, Dean J. Paranicas and Gary DeFazio, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorney-in-fact and agent may deem necessary or advisable in order to enable Becton, Dickinson and Company to comply with the Securities Act of 1933, as amended (the 1933 Act), and any requirements of the Securities and Exchange Commission (the Commission) in respect thereof, in connection with the filing with the Commission of this Registration Statement on Form S-8 under the 1933 Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto said attorney-in-fact and agent, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 10th day of August, 2009.

| <u>Signature</u> | <u>Title</u> |
|--|---|
| /s/ Edward J. Ludwig Edward J. Ludwig | Director, Chairman and Chief Executive Officer Principal Executive Officer |
| /s/ David V. Elkins David V. Elkins | Executive Vice President and Chief Financial Officer Principal Financial Officer |
| /s/ Robert G. Oliynik Robert G. Oliynik | Vice President and Controller Principal Accounting Officer |

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| <u>Signature</u> | <u>Title</u> |
|--|--------------|
| /s/ Basil L. Anderson Basil L. Anderson | Director |
| /s/ Henry P. Becton, Jr. Henry P. Becton, Jr. | Director |
| /s/ Edward F. DeGraan Edward F. DeGraan | Director |
| /s/ Claire M. Fraser-Liggett Claire M. Fraser-Liggett | Director |
| /s/ Marshall O. Larsen Marshall O. Larsen | Director |
| /s/ Adel A.F. Mahmoud Adel A.F. Mahmoud | Director |
| /s/ Gary A. Mecklenberg Gary A. Mecklenberg | Director |
| /s/ Cathy E. Minehan Cathy E. Minehan | Director |
| /s/ James F. Orr James F. Orr | Director |
| /s/ Willard J. Overlock, Jr. Willard J. Overlock, Jr. | Director |
| /s/ Bertram L. Scott Bertram L. Scott | Director |
| /s/ Alfred Sommer | Director |

Alfred Sommer