

BECTON DICKINSON & CO  
Form 8-K  
November 08, 2011

**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 3, 2011**

**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 3, 2011, Becton Dickinson and Company (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Goldman Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein, in connection with the offer and sale of \$500.0 million aggregate principal amount of 1.750% notes due November 8, 2016 (the 2016 Notes ) and \$1,000.0 million aggregate principal amount of 3.125% notes due November 8, 2021 (the 2021 Notes , and together with the 2016 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 4, 2011.

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 2016 Notes and the 2021 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 2016 Notes and the form of the 2021 Notes is incorporated by reference into the Registration Statement.

### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated November 3, 2011, by and among Becton, Dickinson and Company and Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein.
  - 4.1 Form of 1.750% Notes due November 8, 2016.
  - 4.2 Form of 3.125% Notes due November 8, 2021.
  - 5.1 Opinion of Simpson Thacher & Bartlett LLP.
  - 5.2 Opinion of Jeffrey Sherman.
  - 23.1 Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).
  - 23.2 Consent of Jeffrey Sherman (included as part of Exhibit 5.2).
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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  
Vice President and Corporate Secretary

Date: November 8, 2011

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
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5.2	Opinion of Jeffrey Sherman.
23.1	Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).
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