

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 14, 2006

Becton, Dickinson and Company
(Exact name of registrant as specified in its charter)

New Jersey (State or other jurisdiction of incorporation)	001-4802 (Commission File Number)	22-0760120 (IRS Employer Identification No.)
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1 Becton Drive, Franklin Lakes, New Jersey (Address of principal executive offices)	07417 (Zip Code)
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(201) 847-6800
(Registrant's telephone number, including area code)

N/A
(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 7.01 REGULATION FD DISCLOSURE.

On August 15, 2006, BD filed a current report on form 8-K attaching a press release issued by BD on August 14, 2006 announcing that BD has made a proposal to TriPath Imaging, Inc. to acquire all of the remaining shares of common stock of TriPath Imaging, Inc. that BD does not currently own. The copy of the press release furnished as Exhibit 99.1 to such current report inadvertently omitted the approximate aggregate purchase price (\$350 million) to be paid for such shares. The copy of the press release attached hereto is furnished as Exhibit 99.1 hereto and shall replace in its entirety Exhibit 99.1 to the current report filed by BD on August 15, 2006.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibits. -- Exhibit 99.1. Press release dated August 14, 2006, which is furnished pursuant to Item 7.01.

2

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. Paranicas

Dean J. Paranicas
Vice President, Corporate
Secretary and Public Policy

Date: August 17, 2006

3

INDEX TO EXHIBITS

Exhibit Number	Description of Exhibits
99.1	Press release dated August 14, 2006, which is furnished pursuant to Item 7.01.

4

Contact:

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Colleen T. White, Corporate Communications - 201-847-5369
Patricia A. Spinella, Investor Relations - 201-847-5453

BD Makes Filing to Report Bid to Acquire TriPath Imaging, Inc.

Franklin Lakes, N.J. -- Monday, August 14, 2006 -- BD (Becton, Dickinson and Company) (NYSE:BDX) today filed with the Securities and Exchange Commission a Statement on Schedule 13D setting forth a proposal it made to acquire for a cash purchase price of \$9.25 per share, or approximately \$350 million, the approximately 93.5% of the outstanding shares of TriPath Imaging, Inc. (Nasdaq:TPTH) which BD does not currently own. TriPath Imaging develops, manufactures, markets and sells innovative solutions to improve the clinical management of cancer, including detection, diagnosis, staging and treatment. The proposal was solicited by TriPath Imaging in connection with the culmination by TriPath Imaging of a process to explore strategic alternatives.

BD's proposal states that it is conditioned upon, among other things, approval of the offer by the TriPath Imaging board of directors, the prompt negotiation of mutually acceptable definitive agreements, satisfactory completion of due diligence, and the obtaining of necessary regulatory approvals. Assuming that BD's proposal is accepted and definitive agreements are executed, it would be anticipated that the transaction would close during the first quarter of BD's 2007 fiscal year.

BD and TriPath Imaging have participated in a collaboration to identify bio-markers for various cancer diagnostics since 2001, at which time BD acquired the approximately 6.5% equity interest that it currently holds and filed a Statement on Schedule 13G to reflect these holdings. The proposed acquisition of TriPath Imaging, which would be expected to be minimally dilutive to BD's fiscal 2007 earnings (excluding an anticipated charge for in-process research and development), fits strategically with BD's objective of accelerating and advancing its presence in the cancer diagnostics market. BD will provide guidance for fiscal 2007 during its fiscal fourth quarter earnings call on November 2, 2006.

About BD

BD, a leading global medical technology company that makes and sells medical devices, instrumented systems and reagents, is dedicated to improving people's health throughout the world. BD is focused on improving drug therapy, enhancing the quality and speed of diagnosing infectious diseases, and advancing research and discovery of new drugs and vaccines. The Company's capabilities are instrumental in combating many of the world's most pressing diseases. Founded in 1897 and headquartered in Franklin Lakes, New Jersey, BD employs more than 25,000 people in approximately 50 countries throughout the world. The Company serves healthcare institutions, life science researchers, clinical laboratories, industry and the general public. For more information, please visit www.bd.com.

This press release contains certain estimates and other forward-looking statements (as defined under Federal securities laws) regarding BD's performance, including future performance, products or other events or developments that BD expects to occur or anticipates occurring in the future. All such statements are based upon current expectations of BD and involve a number of business risks and uncertainties. Actual results could vary materially from anticipated results described, implied or

projected in any forward-looking statement. Factors that could cause actual results to vary materially from any forward-looking statement include, but are not limited to: competitive factors; pricing and market share pressures; difficulties inherent in product development and delays in product introductions; changes in regional, national or foreign economic conditions; increases in energy costs and their effect on, among other things, the cost of producing BD's products; fluctuations in costs and availability of raw materials and in BD's ability to maintain favorable supplier arrangements and relationships; changes in healthcare or other governmental regulation; as well as other factors discussed in this press release and in BD's filings with the Securities and Exchange Commission. We do not intend to update any forward-looking statements to reflect events or circumstances after the date hereof except as required by applicable laws or regulations.

