UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 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): December 20, 2006

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

New Jersey001-480222-0760120(State or other jurisdiction
of incorporation)(Commission
File Number)(IRS Employer
Identification No.)

1 Becton Drive, Franklin Lakes, New Jersey 07417 (Address of principal executive offices) (Zip Code)

> (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 December 20, 2006, BD issued a press release announcing the completion of its acquisition of TriPath Imaging, Inc. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1. Press release dated December 20, 2006, which is furnished pursuant to Item 7.01.

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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

By: /s/ Dean J. Paranicas

Dean J. Paranicas Vice President, Corporate Secretary and Public Policy 3

INDEX TO EXHIBITS

Exhibit Number Description of Exhibits

99.1 Press release dated December 20, 2006, which is furnished pursuant to Item 7.01.

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1 Becton Drive Franklin Lakes, NJ 07417 www.bd.com

NEWS RELEASE

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

BD Completes Acquisition of TriPath Imaging Expands Presence in Cancer Diagnostics Market

FRANKLIN LAKES, NJ (DECEMBER 20, 2006) -- BD (Becton, Dickinson and Company) (NYSE:BDX) today announced the completion of its acquisition of TriPath Imaging (Nasdaq: TPTH), a maker of innovative solutions to improve the clinical management of cancer. The acquisition was finalized in accordance with terms originally disclosed in an announcement issued by BD on September 8, 2006.

This strategic acquisition aligns innovative new technologies with BD's existing business strategies and is a natural complement to ongoing internal research programs in its BD Diagnostics and BD Biosciences segments. These oncology management tools are intended to span cancer screening, diagnosis, prognosis and therapy monitoring, especially for cancers affecting women's health, including breast, cervical and ovarian.

This transaction also further demonstrates BD's commitment to bringing new technologies and innovation to difficult problems in healthcare, which is in line with the Company's purpose of "Helping all people live healthy lives."

ABOUT BD

BD, a leading global medical technology company that manufactures and sells medical devices, instrument 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.