

REPORTING
PERSON WITH

6 SHARED VOTING POWER
0 (SEE ITEM 4(C) HEREIN).

7 SOLE DISPOSITIVE POWER
3,046,460 (SEE ITEM 4(C) HEREIN).

8 SHARED DISPOSITIVE POWER
0 (SEE ITEM 4(C) HEREIN).

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,046,460 SHARES OF COMMON STOCK, INCLUDING 2,284,845 SHARES OF
COMMON STOCK ISSUABLE UPON PRESENTLY EXERCISABLE SECURITIES.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
33.1%

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

PAGE 2 OF 8 PAGES.

CUSIP NO. 583 93010 13G PAGE 3 OF 8 PAGES

ITEM 1.

- (A) NAME OF ISSUER.
Medi-Ject Corporation, a corporation organized under the laws
of Minnesota (the "Issuer").
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.
The Issuer's principal executive offices are located at 1840
Berkshire Lane, Minneapolis, Minnesota 55441.

ITEM 2.

- (A) NAMES OF PERSONS FILING.
This statement is being filed by Becton Dickinson and Company
("REPORTING PERSON").
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE.
The principal business office of the Reporting Person is 1
Becton Drive, Franklin Lakes, New Jersey 07417-1880.
- (C) CITIZENSHIP.
The Reporting Person is a New Jersey corporation.
- (D) TITLE OF CLASS OF SECURITIES.
This statement relates to shares of Common Stock, \$.01 par
value (the "COMMON STOCK"), of the Issuer.
- (E) CUSIP NUMBER.
The CUSIP Number of the Common Stock is 583 93010.

PAGE 3 OF 8 PAGES.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(B), OR 13d-2(B),
CHECK WHETHER THE PERSON FILING IS A:

NOT APPLICABLE

- (a) Broker or Dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) Investment Advisor registered under Section 203 of the Investment Advisors Act of 1940
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see ss.240.13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) Group, in accordance with ss.240.13d-1(b)(1)(ii)(H)

ITEM 4. OWNERSHIP.

(A) AMOUNT BENEFICIALLY OWNED.

At December 31, 1996, the Reporting Person may be deemed to have beneficially owned an aggregate of 3,046,460 shares of Common Stock, which amount consists of (i) 761,615 shares of Common Stock, (ii) 1,904,037 shares of Common Stock issuable upon the

PAGE 4 OF 8 PAGES.

exercise of a presently exercisable warrant (the "WARRANT") and (iii) 380,808 shares of Common Stock issuable upon the exercise of a presently exercisable option (the "OPTION"). All securities reported herein as being beneficially owned by the Reporting Person were purchased on January 25, 1996.

(B) PERCENT OF CLASS.

At December 31, 1996, the Reporting Person may be deemed to have beneficially owned approximately 33.1% of the outstanding shares of Common Stock (which percentage was calculated based upon 9,210,481 shares of Common Stock outstanding calculated on the basis of (1) 6,925,636 shares of Common Stock issued and outstanding as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1996 as being outstanding as of November 4, 1996, plus (2) 2,284,845 shares of Common Stock subject to issuance upon the exercise of the Warrant and the Option).

(C) POWER TO VOTE OR DIRECT THE VOTE AND DISPOSE OR DIRECT THE DISPOSITION OF SECURITIES.

At December 31, 1996, (i) the Reporting Person had the sole power to vote or direct the vote of, and the sole power to dispose or direct the disposition of, all 761,615 shares of Common Stock reported herein to be beneficially owned by the Reporting Person, and (ii) upon exercise thereof, the Reporting Person will have the sole power to vote or direct the vote of, and the sole power to dispose or direct the disposition of, all 1,904,037 shares of

Common Stock underlying the Warrant and the Option. The Reporting Person has no present intent to

PAGE 5 OF 8 PAGES.

CUSIP NO. 583 93010 13G PAGE 6 OF 8 PAGES

exercise its voting power in a manner which would change or influence the control of the Issuer.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

PAGE 6 OF 8 PAGES.

CUSIP NO. 583 93010 13G PAGE 7 OF 8 PAGES

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the Issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

PAGE 7 OF 8 PAGES.

CUSIP NO. 583 93010 13G PAGE 8 OF 8 PAGES

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BECTON DICKINSON AND COMPANY

Dated: February 7, 1997

By: /s/Raymond P. Ohlmuller

Raymond P. Ohlmuller
Vice President and Secretary

