

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) September 17, 2001

BECTON, DICKINSON AND COMPANY

(Exact name of registrant as specified in its charter)

New Jersey

001-4802

22-0760120

(State or other juris-
diction of incorporation)

(Commission
File Number)

(IRS Employer Iden-
tification Number)

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

N/A

(Former name or former addresses if changed since last report.)

Item 5. OTHER EVENTS

On September 17, 2001 the Registrant announced in a press release share repurchase authorization. Attached hereto as Exhibit 99, which is incorporated herein by reference, is a copy of such press release.

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/ Kathleen M. Gibson

Kathleen M. Gibson
Assistant Secretary

Date: September 17, 2001

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INDEX TO EXHIBITS

Exhibit
Number

Description of Exhibits

99

Press release issued September 17, 2001.

1 Becton Drive
Franklin Lakes, NJ 07417-1880
www.bd.com

News Release

Contact:

Camilla Jenkins / Media Relations - 201-847-5369
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[LOGO] BD
Indispensable to
human health

BD BOARD AUTHORIZES ADDITIONAL SHARE REPURCHASES

Franklin Lakes, NJ (September 17, 2001) -- The Board of Directors of BD (Becton, Dickinson and Company) (NYSE: BDX) has authorized the Company to repurchase up to 10 million common shares of the Company. The Company plans to use the shares for general corporate purposes. Under the authorization the Company will purchase the shares from time to time in open market or block transactions. As of July 31, 2001, the Company reported shares outstanding of 258,544,900.

The Company said the new authorization is consistent with continued strong cash flow and its commitment to maintain prudent debt ratios.

BD is a medical technology company that manufactures and sells a broad range of supplies, devices and systems for use by healthcare professionals, medical research institutions, industry and the general public.

This press release may contain certain forward-looking statements (as defined under Federal securities laws) regarding the Company's performance, including future revenues, products and income, or events or developments that the Company expects to occur or anticipates occurring in the future. All such statements are based upon current expectations of the Company 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; uncertainties of litigation; the Company's ability to achieve sales and earnings forecasts, which are based on sales volume and product mix assumptions, to achieve its cost savings objectives, and to achieve anticipated synergies and other cost savings in connection with acquisitions; changes in regional, national or foreign economic conditions; increases in energy costs; fluctuations in costs and availability of raw materials and in the Company's ability to maintain favorable supplier arrangements and relationships; changes in interest or foreign currency exchange rates; delays in product introductions; and changes in health care or other governmental regulation, as well as other factors discussed in this press release and in the Company's filings with the Securities and Exchange Commission. We do not intend to update any forward-looking statements.

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