

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) January 23, 2002

BECTON, DICKINSON AND COMPANY

(Exact name of registrant as specified in its charter)

<TABLE>

<S>	New Jersey	<C> 001-4802	<C> 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)
</TABLE>

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 January 23, 2002 the Registrant announced in a press release its results for the first quarter ended December 31, 2001.

A copy of the press release is attached as Exhibit 99.1.

Item 7. Financial Statements. Pro Forma Financial Information and Exhibits.

(c) Exhibits.

Exhibit 99.1 Press release dated January 23, 2002
announcing the financial results for the first quarter
ended December 31, 2001.

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: January 23, 2002

INDEX TO EXHIBITS

<TABLE>
<CAPTION>

Exhibit Number -----	Description of Exhibits -----
<S> 99.1	<C> Press release issued January 23, 2002

</TABLE>

STATEMENT OF DIFFERENCES

The trademark symbol shall be expressed as.....'TM'

Contact:

Dean J. Paranicas / Investor and Media Relations - 201-847-7102
Gavin A. Bell / Investor Relations - 201-847-5453

BD ANNOUNCES RESULTS FOR FISCAL FIRST QUARTER

Franklin Lakes, NJ (January 23, 2002) - BD (Becton, Dickinson and Company) (NYSE: BDX) today reported revenues of \$945 million for the fiscal first quarter ended December 31, 2001, an increase of 9 percent from the same period a year ago. At constant foreign exchange rates, revenues increased 10 percent.

"We are pleased with our increasing revenue growth, which was driven primarily by safety-engineered devices, prefillable drug delivery devices and Biosciences products," said Edward J. Ludwig, president and chief executive officer. "This quarter's performance underscores our confidence in achieving financial and operating performance consistent with our goals for the year."

Diluted earnings per share and net income were 37 cents and \$100 million for the first quarter. Excluding the cumulative effect of an accounting change recorded in the prior year, diluted earnings per share and net income were 28 cents and \$74 million for the same period in fiscal 2001. First quarter 2002 earnings per share reflect an approximate 2 1/2 cent benefit from the adoption of Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets," which, among other things, eliminates the requirement to amortize goodwill and certain other intangibles. The Company currently estimates the full year impact to earnings per share as a result of the elimination of such amortization under SFAS No. 142 to be approximately 10 cents per share. Also, as discussed in the notes to the attached unaudited Consolidated Income Statements, first quarter earnings per share benefited from a favorable comparison to the prior year's quarter due to the timing and recognition of net foreign currency translation hedge costs, and by the restatement of the income tax rate for the first quarter of fiscal 2001 in connection with the Company's adoption of Securities and Exchange Commission Staff Accounting Bulletin No. 101.

Q1 Segment Results

In the Medical Systems segment, worldwide revenues of \$503 million increased 9 percent in the quarter. Included in Medical Systems revenues were U.S. safety-engineered product sales of \$78 million, an increase of 55 percent versus the prior year's quarter. Sales of prefillable drug delivery devices, which grew 27 percent, also contributed to the growth of this segment. Revenue growth was offset in part by lower recorded sales of diabetes syringes due in part to the previously-announced redirection of promotional efforts in the U.S. toward sustaining branded syringe sales at the retail level.

In the Clinical Laboratory Solutions segment, first quarter worldwide revenues increased 7 percent to \$295 million. Revenue growth was driven primarily by the Preanalytical Solutions segment component. U.S. safety-engineered sales were \$49 million and increased 54 percent versus the prior year's quarter. Growth in the segment also reflected increased worldwide sales in the Diagnostic Systems segment component due in part to sales relating to its molecular diagnostic platform, BD ProbeTec ET.TM

Revenues for the Biosciences segment grew by 14 percent to \$147 million. International Biosciences revenue growth of approximately 25 percent was led by sales from the Immunocytometry Systems and Reagents, and Discovery Labware segment components. Domestic sales grew by approximately 5 percent. Discovery Labware sales growth was enhanced by sales of Gentest, which was acquired in January 2001. Domestic growth was offset, in part, by essentially flat immunocytometry instrument sales, due primarily to comparatively lower instrument installations, and weaker demand for certain molecular biology products.

Q1 Geographic Results

On a geographic basis, first quarter revenues in the U.S. increased 9 percent to \$500 million. Revenues outside the U.S. of \$445 million grew 10 percent, and increased 11 percent at constant foreign exchange rates. International revenues in the first quarter benefited from strong performance in Europe and improved performance in Latin America and Asia Pacific.

Fiscal 2002 and Q2 Outlook

The Company expects diluted earnings per share to be approximately \$1.90 for fiscal 2002 and approximately 50 cents for the second quarter, which includes

the benefit resulting from the adoption of SFAS No. 142 and is before the impacts of a restructuring program and possible divestitures, both of which are described below.

The Company previously announced that it was considering a relatively small-scale restructuring of manufacturing facilities in the Medical Systems segment and the possible sale of certain business units with combined revenues of less than \$200 million. With respect to the manufacturing restructuring, which commenced this month, the Company estimates an unfavorable impact on earnings per share of 2 to 3 cents for the full year excluding related special charges of \$25 to \$28 million that it expects to record in the second quarter.

The divestitures remain under consideration. The Company estimates that fiscal 2002 earnings per share would have been reduced by approximately 5 cents, assuming these divestitures had been completed as of October 1, 2001.

BD is a medical technology company that serves healthcare institutions, life science researchers, clinical laboratories, industry and the general public. BD manufactures and sells a broad range of medical supplies, devices, laboratory equipment and diagnostic products. For the fiscal year ended September 30, 2001, BD reported total revenues of \$3.8 billion.

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.

BD's news releases can be found on its website at www.bd.com or through Business Wire at www.businesswire.com. A conference call with analysts regarding this news release will be broadcast live on BD's website at 8:30 a.m. EST Thursday, January 24, 2002. The conference call will be available for playback at 1-800-944-2000 through the close of business on January 31, 2002.

BECTON DICKINSON AND COMPANY
CONSOLIDATED INCOME STATEMENTS
(Unaudited; Amounts in thousands, except per-share data)

<TABLE>
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	Three Months Ended December 31,		
	2001	2000	% Change
<S>	<C>	<C>	<C>
REVENUES	\$ 944,946	\$ 864,418	9.3
Cost of products sold	499,762	453,918	10.1
Selling and administrative	248,294	235,292	5.5
Research and development	55,237	52,727	4.8
TOTAL OPERATING COSTS AND EXPENSES	803,293	741,937	8.3
OPERATING INCOME	141,653	122,481	15.7
Interest expense, net	(9,571)	(18,564)	(48.4)

Other expense, net	(1,616)	(2,059)	(21.5)

INCOME BEFORE			
INCOME TAXES	130,466	101,858	28.1
Income tax provision	30,793	28,160	9.4

INCOME BEFORE			
CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE, NET OF TAX	99,673	73,698	35.2
Cumulative effect, net of tax	-	(36,750)	NM

NET INCOME	\$ 99,673	\$ 36,948	NM

BASIC EARNINGS PER SHARE			
Before Cumulative Effect	\$ 0.38	\$ 0.29	31.0
Cumulative Effect	-	(0.14)	NM

Basic Earnings Per Share	\$ 0.38	\$ 0.15	NM

DILUTED EARNINGS PER SHARE			
Before Cumulative Effect	\$ 0.37	\$ 0.28	32.1
Cumulative Effect	-	(0.14)	NM

Diluted Earnings Per Share	\$ 0.37	\$ 0.14	NM

AVERAGE SHARES OUTSTANDING			
Basic	259,192	254,465	
Diluted	270,172	266,237	

</TABLE>

NM - Not Meaningful

See page 2 for Notes to Consolidated Income Statements.

Page 1

BECTON DICKINSON AND COMPANY
NOTES TO CONSOLIDATED INCOME STATEMENTS
Three Months Ended December 31, 2001

First quarter fiscal 2002 Revenues include \$1.6 million of hedging costs related to BD's purchase of option contracts to hedge a portion of anticipated sales from the United States to non-U.S. customers. In the first quarter of fiscal 2001, similar hedging costs of \$5.9 million had been recorded in Other Expense under previous accounting guidance. This amount has now been reclassified to Revenues. Also included in Revenues were gains on purchased option contracts which, in the first quarter of fiscal 2002 and fiscal 2001, were \$1.2 million and \$2.1 million, respectively.

BD adopted the provisions of Securities Exchange Commission Staff Accounting Bulletin No. 101 'Revenue Recognition in Financial Statements,' (SAB 101) in the fourth quarter of fiscal 2001, retroactive to October 1, 2000. Prior year results have been restated to reflect this adoption. As part of the restatement, the first quarter of fiscal 2001 includes \$27 million of additional revenues that were taxed at a 41% rate. As a result, the first quarter of fiscal 2001, on a restated basis, reflects a 28% effective tax rate, as compared to 24% on a pre-SAB 101 basis. For the year, the fiscal 2001 tax rate remained at 24%. A complete discussion of this accounting change can be found in BD's 2001 annual report on Form 10-K.

Page 2

BECTON DICKINSON AND COMPANY
SUPPLEMENTAL REVENUE INFORMATION
REVENUES BY SEGMENT AND GEOGRAPHIC AREA
(Unaudited; Amounts in thousands)

<TABLE>
<CAPTION>

	Three Months Ended December 31,		
	2001	2000	% Change
<S>	<C>	<C>	<C>
MEDICAL SYSTEMS			
United States	\$250,902	\$226,004	11.0
International	252,128	234,385	7.6
TOTAL	\$503,030	\$460,389	9.3
CLINICAL LABORATORY SOLUTIONS			
United States	\$172,488	\$159,679	8.0
International	122,261	114,924	6.4
TOTAL	\$294,749	\$274,603	7.3
BIOSCIENCES			
United States	\$ 76,700	\$ 73,246	4.7
International	70,467	56,180	25.4
TOTAL	\$147,167	\$129,426	13.7
TOTAL REVENUES			
United States	\$500,090	\$458,929	9.0
International	444,856	405,489	9.7
TOTAL	\$944,946	\$864,418	9.3

</TABLE>

Page 3

BECTON DICKINSON AND COMPANY
SUPPLEMENTAL REVENUE INFORMATION
REVENUES BY BUSINESS SEGMENTS AND MAJOR PRODUCT GROUPS
Three Months Ended December 31,
(Unaudited; Amounts in thousands)

<TABLE>
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	United States		
	2001	2000	% Change
<S>	<C>	<C>	<C>
MEDICAL SYSTEMS			
Medical Surgical	\$169,554	\$140,040	21.1
Consumer Health Care	58,769	68,486	(14.2)
Pharmaceutical Systems	16,283	10,270	58.5
Ophthalmic Systems	6,296	7,208	(12.7)
TOTAL	\$250,902	\$226,004	11.0
CLINICAL LABORATORY SOLUTIONS			
Preanalytical Solutions	\$ 87,315	\$ 76,580	14.0
Diagnostic Systems	85,173	83,099	2.5
TOTAL	\$172,488	\$159,679	8.0
BIOSCIENCES			
Immunocytometry & Reagents	\$ 54,435	\$ 55,154	(1.3)
Discovery Labware	22,265	18,092	23.1 (*)
TOTAL	\$ 76,700	\$ 73,246	4.7
TOTAL UNITED STATES	\$500,090	\$458,929	9.0

<CAPTION>

	International		
	2001	2000	% Change
<S>	<C>	<C>	<C>
MEDICAL SYSTEMS			
Medical Surgical	\$145,964	\$135,912	7.4
Consumer Health Care	44,974	47,476	(5.3)
Pharmaceutical Systems	55,265	46,181	19.7
Ophthalmic Systems	5,925	4,816	23.0
TOTAL	\$252,128	\$234,385	7.6
CLINICAL LABORATORY SOLUTIONS			
Preanalytical Solutions	\$ 62,068	\$ 56,356	10.1
Diagnostic Systems	60,193	58,568	2.8
TOTAL	\$122,261	\$114,924	6.4
BIOSCIENCES			
Immunocytometry & Reagents	\$ 54,691	\$ 42,144	29.8
Discovery Labware	15,776	14,036	12.4
TOTAL	\$ 70,467	\$ 56,180	25.4
TOTAL INTERNATIONAL	\$444,856	\$405,489	9.7

</TABLE>

(*) Includes acquisition of Gentest in January 2001.

Page 4

BECTON DICKINSON AND COMPANY
SUPPLEMENTAL REVENUE INFORMATION
REVENUES BY BUSINESS SEGMENTS AND MAJOR PRODUCT GROUPS
Three Months Ended December 31, (continued)
(Unaudited; Amounts in thousands)

<TABLE>

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	Total		
	2001	2000	% Change
<S>	<C>	<C>	<C>
MEDICAL SYSTEMS			
Medical Surgical	\$315,518	\$275,952	14.3
Consumer Health Care	103,743	115,962	(10.5)
Pharmaceutical Systems	71,548	56,451	26.7
Ophthalmic Systems	12,221	12,024	1.6
TOTAL	\$503,030	\$460,389	9.3
CLINICAL LABORATORY SOLUTIONS			
Preanalytical Solutions	\$149,383	\$132,936	12.4
Diagnostic Systems	145,366	141,667	2.6
TOTAL	\$294,749	\$274,603	7.3
BIOSCIENCES			
Immunocytometry & Reagents	\$109,126	\$ 97,298	12.2
Discovery Labware	38,041	32,128	18.4
TOTAL	\$147,167	\$129,426	13.7
TOTAL REVENUES	\$944,946	\$864,418	9.3

</TABLE>

<TABLE>

<CAPTION>

	FX Neutral % Growth	
	International	Total
<S>	<C>	<C>
MEDICAL SYSTEMS		
Medical Surgical	10.8	16.0
Consumer Health Care	(4.1)	(10.1)
Pharmaceutical Systems	17.6	25.1
Ophthalmic Systems	23.0	1.6

TOTAL	9.4	10.2

CLINICAL LABORATORY SOLUTIONS		
Preanalytical Solutions	10.3	12.5
Diagnostic Systems	3.6	2.9

TOTAL	6.9	7.5

BIOSCIENCES		
Immunocytometry & Reagents	28.1	11.4
Discovery Labware	13.6	18.9

TOTAL	24.5	13.3

TOTAL	10.8	9.8

</TABLE>