

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) May 7, 2002

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 9. REGULATION FD DISCLOSURE

The following statement is being furnished by the Company under the
provisions of Regulation FD:

On April 29, 2002, Edward J. Ludwig, Chairman, President and CEO of
Becton, Dickinson and Company ("BD") exercised options to purchase
15,000 shares of BD. He sold 5,000 shares of BD on April 29 and 3,500
shares of BD on May 1 to cover costs and tax obligations related to his
stock option exercise on April 29. These transactions were reported on
Forms 4 and Forms 144 dated April 29 and May 1, respectively.

As a result of these transactions, Mr. Ludwig's direct ownership of
shares of BD increased by 6,500 to 37,051 shares. Mr. Ludwig also has
ownership interests in 17,178 shares in BD's Share Incentive Plan and
14,740 shares in BD's Deferred Compensation Plan.

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: May 7, 2002