

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 16, 2002  
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BECTON, DICKINSON AND COMPANY  
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(Exact name of registrant as specified in its charter)

New Jersey

001-4802

22-0760120  
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(State or other juris-  
diction of incorporation)

(Commission  
File Number)

(IRS Employer Iden-  
tification Number)

1 Becton Drive, Franklin Lakes, New Jersey  
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07417-1880  
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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(201) 847-6800  
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N/A  
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(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 May 15, 2002, Deborah J. Neff, President BD Biosciences of Becton, Dickinson and Company ("BD") exercised options to purchase 7,600 shares of BD. These options were scheduled to expire on May 17, 2002. Ms. Neff sold 3,900 shares of BD on May 15 to cover costs and tax obligations related to the stock option exercise.

As a result of these transactions, Ms. Neff's direct ownership of shares of BD increased by 2,700 shares to 7,205 shares. Ms. Neff also has ownership interests in 3,091 shares in BD's Share Incentive Plan and 1,959 shares in BD's Deferred Compensation Plan.

These transactions were reported on Forms 4 and Forms 144 dated May 15, 2002.

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

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Kathleen M. Gibson  
Assistant Secretary

Date: May 16, 2002