FORM 10-Q
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2002

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-4802

Becton, Dickinson and Company
(Exact name of registrant as specified in its charter)

New Jersey	22-0760120
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

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

(201) 847-6800
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X. No . --- ---

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class of Common Stock	Shares Outstanding as of July 31, 2002
Common stock, par value $1.00	256,721,084

BECTON, DICKINSON AND COMPANY
FORM 10-Q
For the quarterly period ended June 30, 2002

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ITEM 1. FINANCIAL STATEMENTS
BECTON, DICKINSON AND COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
Thousands of Dollars

Assets	June 30, 2002 (Unaudited)	September 30, 2001
Current Assets:		
Cash and equivalents	$ 175,981	$ 82,129
Short-term investments	-	4,571
Trade receivables, net	735,464	768,047
Inventories:		
Materials	154,050	160,208
Work in process	136,468	115,257
Finished products	433,817	432,279
	724,335	707,744
Prepaid expenses, deferred taxes and other	199,965	200,451
Total Current Assets	1,835,745	1,762,942
Property, plant and equipment	3,569,734	3,420,294
Less allowances for depreciation and amortization	1,826,206	1,704,271
	1,743,528	1,716,023
Goodwill, Net	493,351	431,452
Core and Developed Technology, Net	288,548	304,688
Other Intangibles, Net	125,345	164,643
Capitalized Software, Net	273,418	231,123
Other	163,447	191,416
Total Assets	$ 4,923,382	$4,802,287
Liabilities and Shareholders' Equity		
Current Liabilities:		
Short-term debt	$ 471,050	$ 454,012
Payables and accrued expenses	809,262	810,664

Total Current Liabilities	1,280,312	1,264,676
Long-Term Debt	782,383	782,996
Long-Term Employee Benefit Obligations	252,615	335,731
Deferred Income Taxes and Other	93,327	90,117
Commitments and Contingencies	-	-
Shareholders' Equity:		
Preferred stock	38,625	40,528
Common stock	332,662	332,662
Capital in excess of par value	181,353	148,690
Retained earnings	3,408,388	3,137,304
Unearned ESOP compensation	(13,727)	(12,001)
Deferred compensation	8,458	7,096
Common shares in treasury - at cost	(1,089,989)	(937,790)
Accumulated other comprehensive loss	(351,025)	(387,722)
Total Shareholders' Equity	2,514,745	2,328,767
Total Liabilities and Shareholders' Equity	$ 4,923,382	$ 4,802,287

</TABLE>

See notes to condensed consolidated financial statements

BECTON, DICKINSON AND COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
Thousands of Dollars, Except Per-share Data
(Unaudited)

<TABLE>
<CAPTION>

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Revenues	$998,460	$943,290	$2,956,377	$2,758,657
Cost of products sold	514,071	474,891	1,536,966	1,415,547
Selling and administrative	253,857	248,709	749,811	725,913
Research and development	53,037	53,105	164,588	160,329
Special charges	11,571	-	21,508	-
Total Operating Costs and Expenses	832,536	776,705	2,472,873	2,301,789
Operating Income	165,924	166,585	483,504	456,868
Interest expense, net	(8,678)	(13,155)	(27,088)	(47,717)
Other income (expense), net	1,313	(367)	189	(5,626)
Income Before Income Taxes and Cumulative Effect of Change in Accounting Principle	158,559	153,063	456,605	403,525
Income tax provision	38,834	34,934	108,019	97,533
Income Before Cumulative Effect of Change in Accounting Principle	119,725	118,129	348,586	305,992
Cumulative effect of change in accounting principle, net of tax	-	-	-	(36,750)

Net Income	$119,725	$118,129	$ 348,586	$ 269,242
Basic Earnings Per Share				
Before Cumulative Effect of Change in Accounting Principle	$ .46	$ .46	$ 1.34	$ 1.18
Cumulative effect of change in accounting principle, net of tax	-	-	-	(.14)
Basic Earnings Per Share	$ .46	$ .46	$ 1.34	$ 1.04
Diluted Earnings Per Share				
Before Cumulative Effect of Change in Accounting Principle	$ .44	$ .44	$ 1.29	$ 1.14
Cumulative effect of change in accounting principle, net of tax	-	-	-	(.14)
Diluted Earnings Per Share	$ .44	$ .44	$ 1.29	$ 1.00
Dividends Per Common Share	$ .0975	$ .095	$ .2925	$ .285

</TABLE>

See notes to condensed consolidated financial statements

BECTON, DICKINSON AND COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Thousands of Dollars
(Unaudited)

<TABLE>
<CAPTION>

	Nine Months Ended June 30,	
	2002	2001
<S>	<C>	<C>
Operating Activities		
Net income	$ 348,586	$ 269,242
Adjustments to net income to derive net cash provided by operating activities:		
Depreciation and amortization	224,486	232,437
Pension contribution	(100,000)	-
Non-cash special charges	6,526	-
Cumulative effect of change in accounting principle, net of tax	-	36,750
Change in working capital	34,388	(53,270)
Other, net	18,415	39,344
Net Cash Provided by Operating Activities	532,401	524,503
Investing Activities		
Capital expenditures	(163,041)	(265,888)
Capitalized software	(61,638)	(54,207)
Sales (purchases) of investments, net	6,826	(6,781)
Acquisitions of businesses, net of cash acquired	-	(30,953)
Other, net	(24,090)	(38,844)
Net Cash Used for Investing Activities	(241,943)	(396,673)
Financing Activities		

Change in short-term debt	18,674	4,030
Proceeds from long-term debt	4,496	2,387
Payments of long-term debt	(3,842)	(102,594)
Repurchase of common stock	(173,750)	-
Issuance of common stock from treasury	33,980	69,379
Dividends paid	(77,335)	(75,974)
Net Cash Used for Financing Activities	(197,777)	(102,772)
Effect of exchange rate changes on cash and equivalents	1,171	(2,963)
Net increase in cash and equivalents	93,852	22,095
Opening Cash and Equivalents	82,129	49,196
Closing Cash and Equivalents	$ 175,981	$ 71,291

</TABLE>

See notes to condensed consolidated financial statements

BECTON, DICKINSON AND COMPANY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Dollar and Share Amounts in Thousands, Except Per-share Data
June 30, 2002

Note 1 - Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, in the opinion of the management of the Company, include all adjustments which are of a normal recurring nature, necessary for a fair presentation of financial position and the results of operations and cash flows for the periods presented. However, the financial statements do not include all information and footnotes required for a presentation in accordance with generally accepted accounting principles. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included or incorporated by reference in the Company's 2001 Annual Report on Form 10-K. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year.

The Company adopted the provisions of Securities and 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, as more fully discussed in the 2001 Annual Report on Form 10-K. Prior year results have been restated to reflect this adoption.

Effective October 1, 2001, the Company adopted the provisions of Statement of Financial Accounting Standard ("SFAS") No. 141, "Business Combinations," and SFAS No. 142, "Goodwill and Other Intangible Assets," as more fully discussed in Note 8. As a result of the adoption of these Statements, the Company is no longer amortizing goodwill and indefinite-lived intangible assets, and has reclassified certain assets to Goodwill, Net from Other Intangibles, Net that did not meet the criteria for recognition apart from goodwill.

The Company redesignated its cash flow hedges in April 2001 pursuant to implementation guidance released by the Derivatives Implementation Group of the Financial Accounting Standards Board ("FASB") related to SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as more fully discussed in the 2001 Annual Report on Form 10-K. This interpretation allows changes in the time value of option contracts to be included in effectiveness testing. Prior to the release of this guidance and the redesignation of these hedges, the Company recorded hedging costs related to the change in the time value of option contracts in other expense. Prior year hedging costs recorded in other expense of $8,121 for the first six months of fiscal 2001 have been reclassified as a reduction in revenues, to conform with the current year presentation.

Capitalized software primarily represents costs associated with our enterprise-wide program to upgrade our business information systems, known internally as Genesis. The costs associated with the Genesis program will be

fully amortized by 2009, with amortization expense being primarily reported as Selling and administrative expense.

Note 2 - Inventory Valuation

The Company uses the last-in, first-out ("LIFO") method of determining cost for substantially all inventories in the United States. An actual valuation of inventory under the LIFO method will be made only at the end of each fiscal year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs. All other inventories are accounted for using the first-in, first-out ("FIFO") method. At September 30, 2001, inventories valued under the LIFO method approximated current cost.

Note 3 - Comprehensive Income

Comprehensive income for the Company is comprised of the following:

<TABLE>
<CAPTION>

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Net Income	$119,725	$118,129	$348,586	$269,242
Other Comprehensive Income, Net of Tax				
Foreign currency translation adjustments	73,429	(24,009)	38,167	(59,400)
Unrealized (loss) gain on investments, net of amounts realized	(1,991)	1,142	1,536	(1,567)
Unrealized (loss) gain on cash flow hedges, net of amounts realized	(6,855)	(2,018)	(3,006)	3,253
Comprehensive Income	$184,308	$ 93,244	$385,283	$211,528

</TABLE>

The amount of unrealized gains or losses on investments and cash flow hedges in comprehensive income has been adjusted to reflect the realized gains and losses included in net income during the three and nine months ended June 30, 2002 and 2001.

Note 4 - Earnings per Share

The following table sets forth the computations of basic and diluted earnings per share, before the cumulative effect of accounting change:

<TABLE>
<CAPTION>

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Income Before Cumulative				

Effect of Accounting Change	$119,725	$118,129	$348,586	$305,992
Preferred stock dividends	(634)	(672)	(1,934)	(2,058)
Income available to common shareholders (A)	119,091	117,457	346,652	303,934
Preferred stock dividends - using "if converted" method	634	672	1,934	2,058
Additional ESOP contribution - using "if converted" method	(145)	(152)	(455)	(482)
Income available to common shareholders after assumed conversions (B)	$119,580	$117,977	$348,131	$305,510
Average common shares outstanding (C)	258,067	258,086	258,568	256,513
Dilutive stock equivalents from stock plans	6,754	7,095	6,976	7,372
Shares issuable upon conversion of preferred stock	4,190	4,472	4,190	4,472
Average common and common equivalent shares outstanding - assuming dilution (D)	269,011	269,653	269,734	268,357
Basic earnings per share (A/C)	$ .46	$ .46	$ 1.34	$ 1.18
Diluted earnings per share (B/D)	$ .44	$ .44	$ 1.29	$ 1.14

</TABLE>

Note 5 - Contingencies

The Company is involved, both as a plaintiff and a defendant, in various legal proceedings and claims which arise in the ordinary course of business, including, without limitation, product liability, and environmental matters. While it is not possible to predict or determine the outcome of the legal actions brought against the Company, upon resolution of such matters, the Company may incur charges in excess of presently established reserves. While such future charges, individually and in the aggregate, could have a material adverse impact on the Company's net income and net cash flows in the period in which they are recorded or paid, in the Company's opinion, the results of these matters, individually and in the aggregate, are not expected to have a material adverse effect on the Company's consolidated financial condition. Further discussion of legal proceedings is included in Part II of this Report on Form 10-Q.

Note 6 - Segment Data

For the nine months ended June 30, 2002, decisions about resource allocation and performance assessment were made separately for the BD Medical Systems ("Medical") segment, the BD Clinical Laboratory Solutions ("Clinical Lab") segment, and the BD Biosciences ("Biosciences") segment.

The Company evaluates performance based upon operating income. Segment operating income represents revenues reduced by product costs and operating expenses. As discussed more fully in the Company's 2001 Annual Report on Form 10-K, during fiscal 2001, the Company refined its methodology for allocating indirect expenses for purposes of reporting segment operating income to the chief operating decision maker. The Company believes this new approach is a preferable method for allocating shared expenses as the allocations are now being performed at a more detailed level of reporting. As a result of this change in methodology, segment operating income has been restated for the prior year.

Financial information for the Company's segments is as follows:

<TABLE>
<CAPTION>

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2002	2001(A)	2002	2001(A)
<S>	<C>	<C>	<C>	<C>
Revenues				
Medical	$544,176	$507,418	$1,577,590	$1,467,331
Clinical Lab	298,030	284,416	910,436	856,492
Biosciences	156,254	151,456	468,351	434,834
Total Revenues (B)	$998,460	$943,290	$2,956,377	$2,758,657
Segment Operating Income (C)				
Medical	$119,284	$118,062	$ 329,412	$ 319,624
Clinical Lab	57,661	53,779	181,111	157,097
Biosciences	23,377	26,614	81,267	66,938
Total Segment Operating Income	200,322	198,455	591,790	543,659
Unallocated Items (D)	(41,763)	(45,392)	(135,185)	(140,134)
Income Before Income Taxes and Cumulative Effect of Change in Accounting Principle	$158,559	$153,063	$ 456,605	$ 403,525

</TABLE>

(A) Prior year amounts have been restated to reflect the adoption of SAB 101. Also, as discussed in Note 1, prior year to date amounts reflect the reclassification of hedging costs from other expense to revenues. The amounts reclassified were $2,768 for Medical, $3,017 for Clinical Lab, and $2,336 for Biosciences for the first six months of fiscal 2001.

(B) Intersegment revenues are not material.

(C) The Company ceased amortizing goodwill and indefinite-lived intangible assets on 10/1/2001, as discussed in Note 8. In addition, the current year includes special charges of $11,571 for the quarter and $21,508 for the nine months, as discussed in Note 7. The allocation of special charges for the quarter is as follows: $12,663 for Medical, $(468) for Clinical Lab, $(447) for Biosciences, and $(177) for Unallocated. The allocation of special charges for the nine months is as follows: $22,600 for Medical, $(468) for Clinical Lab, $(447) for Biosciences, and $(177) for Unallocated.

(D) Includes interest, net; foreign exchange; corporate expenses; gains on sales of investments and certain legal defense costs.

Note 7 - Special Charges

Fiscal Year 2002

The Company recorded special charges of $9,937 and $15,760 during the second and third quarters of fiscal 2002, respectively, related to a manufacturing restructuring program in the Medical segment that is aimed at optimizing manufacturing efficiencies and improving the Company's competitiveness in the different markets in which it operates. Of these charges, $19,171 represented exit costs, which included $18,533 related to severance costs. This program involves the termination of 533 employees in China, France, Germany, Ireland, Mexico, and the United States. As of June 30, 2002, 74 of the targeted employees had been severed. The Company expects these terminations to be completed and the related accrued severance to be substantially paid by the end of fiscal 2003.

Also included in special charges for the nine month period were asset write-downs of $6,526. Included in this amount were asset impairments in China of $5,109 that represented the excess carrying values over the fair values of machinery and equipment, based on discounted cash flow estimates. The depreciation of the remaining carrying value of these assets will be accelerated over the period remaining until the completion of the exit plan. The remaining asset write-downs recorded in the special charge included machinery and equipment, which were written down to zero. These assets were taken out of service immediately after the write-down occurred and will be scrapped.

Offsetting special charges in the third quarter were $4,189 of reversals of fiscal 2000 special charges. These charges primarily related to a manufacturing restructuring that took place in Europe and includes excess reserves primarily related to severance and lease cancellation costs. The lower severance costs were due to the ability to sever individuals at a lower cost. The lower lease cancellation cost was due to the decision not to exit a leased facility as originally planned. These changes primarily resulted from further analysis of our European manufacturing structure and a modified restructuring plan approved in the third quarter of 2002. These reversals, the majority of which related to the Medical segment, were recorded to Special Charges, consistent with the original accounting treatment.

A summary of the 2002 special charge accrual activity follows:

<TABLE>
<CAPTION>

	Severance	Restructuring
<S>	<C>	<C>
2002 Special Charges	$18,500	$600
Foreign Currency Translation	1,200	-
Payments	(700)	-
Accrual Balance at June 30, 2002	$19,000	$600

</TABLE>

Fiscal Year 2000

The Company recorded special charges of $57,514 in fiscal year 2000, as discussed in the 2001 Annual Report on Form 10-K. The Company developed a worldwide organizational restructuring plan to align its existing infrastructure with its projected growth programs. This plan included the elimination of open positions and employee terminations from all businesses, functional areas and regions for the sole purpose of cost reduction. As discussed earlier, the Company reversed $4,189 of these charges in the third quarter of fiscal 2002 primarily related to severance and lease cancellation costs. Of the 600 employees originally targeted for termination under this plan, approximately 30 remained to be severed as of June 30, 2002. The remaining terminations and related accrued severance are expected to be substantially completed and paid no later than the end of 2002.

A summary of the 2000 special charge accrual activity during the first nine months of fiscal 2002 follows:

<TABLE>
<CAPTION>

	Severance	Restructuring	Other
<S>	<C>	<C>	<C>
Accrual Balance at September 30, 2001	$6,300	$ 1,200	$11,700
Reversals	(3,000)	(1,200)	-
Payments	(1,800)	-	(6,300)
Accrual Balance at June 30, 2002	$1,500	$ -	$ 5,400

</TABLE>

Fiscal Year 1998

The Company recorded special charges of $90,945 in fiscal year 1998 as discussed in the 2001 Annual Report on Form 10-K. In an effort to improve manufacturing efficiencies at certain of its locations, the Company initiated a restructuring plan in 1998, which included the closing of a surgical blade plant in Hancock, New York. The move of a production line from Hancock to another location has been delayed, as more fully described in the Company's 2001 Annual Report on Form 10-K. The Company expects the Hancock restructuring plan to be completed and the related accruals to be substantially paid by December 2002. The remaining 150 employees will be terminated upon closure of the plant.

A summary of the 1998 special charge accrual activity during the first nine months of fiscal 2002 follows:

<TABLE>
<CAPTION>

	Severance	Restructuring	Other
<S>	<C>	<C>	<C>
Accrual Balance at September 30, 2001	$6,900	$1,500	$1,300
Payments	(500)	(800)	(200)
Accrual Balance at June 30, 2002	$6,400	$700	$1,100

</TABLE>

Note 8 - Adoption of New Accounting Standards

Effective October 1, 2001, the Company adopted the provisions of SFAS No. 141, "Business Combinations," and SFAS No. 142, "Goodwill and Other Intangible Assets." SFAS No. 141, among other things, changes the criteria for recognizing intangible assets apart from goodwill. SFAS No. 142 stipulates that goodwill and indefinite-lived intangible assets will no longer be amortized, but instead will be periodically reviewed for impairment. Diluted earnings per share for the nine months ended June 30, 2002 reflect an approximate 7 1/2 cent benefit from the adoption of SFAS 142.

Upon adoption of these Statements, the Company reclassified approximately $28,500 of assets from Other Intangibles, Net to Goodwill, Net, primarily related to assembled workforce. These assets did not meet the criteria for recognition apart from goodwill under SFAS No. 141. Of this amount, approximately $18,400 related to the Biosciences segment and approximately $10,100 related to the Medical segment. The Company also ceased amortizing certain trademarks that were deemed to have indefinite lives as they are expected to generate cash flows indefinitely. The following table reconciles reported net income to that which would have been reported if the current method of accounting for goodwill and indefinite-lived asset amortization was used for the quarter and nine months ended June 30, 2001:

<TABLE>
<CAPTION>

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2002	2001	2002	2001
<S>	<C>	<C>	<C>	<C>
Reported Net Income	$119,725	$118,129	$348,586	$269,242
Add back: Goodwill Amortization	--	6,809	--	19,549
Add back: Amortization of Indefinite-Lived Intangible Assets	--	344	--	963
Adjusted Net Income	$119,725	$125,282	$348,586	$289,754
Basic Earnings Per Share	$ .46	$ .46	$ 1.34	$ 1.04
Goodwill Amortization	--	.03	--	.10
Amortization of Indefinite-Lived Intangible Assets	--	--	--	--
Adjusted Basic Earnings Per Share	$ .46	$ .49	$ 1.34	$ 1.14
Diluted Earnings Per Share	$ .44	$ .44	$ 1.29	$ 1.00
Goodwill Amortization	--	.03	--	.07
Amortization of				

Indefinite-Lived Intangible Assets	--	--	--	--
Adjusted Diluted Earnings Per Share	$ .44	$ .47	$ 1.29	$ 1.07

</TABLE>

Acquired Intangible Assets

<TABLE>
<CAPTION>

	As of June 30, 2002	
	Gross Carrying Amount	Accumulated Amortization
<S>	<C>	<C>
Amortized intangible assets:		
Core and Developed Technology	$370,044	$81,496
Patents, Trademarks, & Other	302,539	194,815
Total	$672,583	$276,311
Unamortized intangible assets:		
Goodwill	$493,351	
Trademarks	17,621	
Total	$510,972	

</TABLE>

Estimated Intangible Amortization Expense:

<TABLE>
<CAPTION>

For the Years Ending September 30:	
<S>	<C>
2002	$37,168
2003	37,297
2004	35,370
2005	32,834
2006	31,415
2007	31,099

</TABLE>

On March 31, 2002, the Company completed its goodwill impairment assessment as required by SFAS No. 142. The adoption of this aspect of SFAS No. 142 did not result in a goodwill impairment and therefore had no impact on the results of operations or financial condition of the Company.

Pending Adoption of New Accounting Standard

In August 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." This Statement requires that one accounting model be used for long-lived assets to be disposed of by sale and it broadens the presentation of discontinued operations to include more disposal transactions. The provisions relating to long-lived assets to be disposed of by sale or otherwise are effective for disposal activities initiated by a commitment to a plan after the effective date of the Statement. The Company is required to adopt the provisions of this Statement no later than October 1, 2002, and does not expect that this Statement will have a material impact on its consolidated financial position or results of operations.

In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." This Statement requires that a liability for a cost associated with an exit or

disposal activity be recognized when the liability is incurred. Previous guidance had required that liabilities for exit costs be recognized at the date of an entity's commitment to an exit plan. The Company is required to adopt the provisions of this Statement for any exit or disposal activities that are initiated after December 31, 2002. The Company is in the process of evaluating this Statement and has not yet determined the future impact, if any, on its consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

Becton, Dickinson and Company ("BD") adopted the provisions of Securities and 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, as more fully discussed in our 2001 Annual Report on Form 10-K (the "2001 10-K"). Prior year results have been restated to reflect this adoption.

Third quarter revenues of $998 million represented a six percent increase from the same period a year ago. Revenues for the nine months were $2.956 million, a seven percent increase over a year ago. International revenue growth of seven percent for the quarter and nine months was equally affected by the weakening of currency exchange rates in both Latin America and Japan. After excluding this unfavorable impact of foreign currency translation, international revenues grew nine percent for both the three and nine months.

BD Medical Systems ("Medical") revenues increased seven percent for the quarter. International Medical revenue growth was nine percent, after excluding the unfavorable impact of foreign currency translation. Included in Medical revenues were U.S. safety-engineered product sales of $88 million, compared with $66 million in the prior year's quarter. Medical revenue growth attributable to the transition to safety-engineered devices was offset by reduced sales of conventional devices in the United States. Also contributing to the growth of the segment were sales of worldwide prefillable drug delivery devices, which grew about $15 million or 20%.

Medical revenue was also offset in part by lower revenue in the consumer health care product area. Pursuant to the adoption of SAB 101, we changed our method of accounting for revenue related to branded insulin syringe products that are sold under incentive programs to distributors in the U.S. consumer trade channel. We now recognize revenues on branded insulin syringes upon the sell-through of the respective product from the distribution channel partner to their end customer. In determining the amount of sales to be recorded each quarter, we rely upon independent sales and inventory data from our distribution channel partners. In the third quarter, one distribution channel partner reported data reflecting a higher level of inventory than previously reported data would have indicated. As a result, reported sales of insulin syringes were negatively impacted by approximately $8 million.

BD Clinical Laboratory Solutions ("Clinical Lab") revenues increased five percent for the quarter. International Clinical Lab revenue growth was eight percent, after excluding the unfavorable impact of foreign currency translation. Revenue growth of 11 percent in the preanalytical solutions product area is attributable primarily to U.S. safety-engineered device sales, which were $57 million compared with $43 million in the prior year's quarter. As is the case in the Medical segment, Clinical Lab revenue growth attributable to the transition to safety-engineered devices was offset by the reduced sales of conventional devices in the United States. Worldwide sales in the diagnostic systems product area declined two percent. Inventory stocking by U.S. distributors during the

second quarter in advance of the installation of a new enterprise resource planning system adversely impacted revenue growth for the third quarter.

BD Biosciences ("Biosciences") revenues grew three percent for the quarter. International Biosciences revenues grew approximately nine percent, after excluding the unfavorable impact of foreign currency translation. Revenue growth for the segment was driven primarily by strong sales of immunology/cell biology reagents and discovery labware products, which reported combined revenues of $72 million compared with $65 million in the prior year's quarter. Revenue growth for the segment was adversely impacted by essentially flat sales of flow cytometry instruments and reagents, due to softness in pharmaceutical research and development and related capital spending, coupled with the timing of certain instrument installations. Molecular biology reagent revenues (Clontech) decreased about 8% to $18 million. This decline is due to continued weakness in some portions of the molecular biology market, largely due to an industry shift from early stage drug target identification, for which many of our products are used, to later stage drug development products.

<TABLE>
<CAPTION>

Segment Revenues (Dollars in millions)	Three Months Ended June 30, 2002	2001	% Change	Nine Months Ended June 30, 2002	2001	% Change
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Medical						
United States	$272	$255	6	$ 792	$ 726	9
International	272	252	8	786	741	6
Total	$544	$507	7	$1,578	$1,467	8
Clinical Lab						
United States	$175	$169	4	$ 541	$ 504	7
International	123	116	6	370	352	5
Total	$298	$284	5	$ 910	$ 856	6
Biosciences						
United States	$ 85	$ 85	-	$ 250	$ 241	4
International	71	66	7	218	194	13
Total	$156	$151	3	$ 468	$ 435	8
Total Revenues						
United States	$532	$509	4	$1,583	$1,471	8
International	466	434	7	1,373	1,287	7
Total	$998	$943	6	$2,956	$2,759	7

</TABLE>

Refer to Note 6 in Notes to Condensed Consolidated Financial Statements for additional segment data.

Excluding the impact of special charges as more fully described below and in Note 7 of the Notes to Condensed Consolidated Financial Statements and the adoption of Statement of Financial Accounting Standards ("SFAS") Nos. 141 and 142 as more fully described in Note 8 of the Notes to Condensed Consolidated Financial Statements, changes in segment operating income were primarily driven by the changes in revenue discussed above. Biosciences segment operating income was adversely impacted by lower sales of molecular biology reagents, which have higher overall gross profit margins, as compared to the same period in the prior year.

Gross profit margin was 48.5% for the quarter and 48.0% for the nine months, compared with 49.7% and 48.7%, respectively, for the prior year. Gross profit margin for the quarter reflects the impact of $3 million of other manufacturing costs, primarily accelerated depreciation, related to

the restructuring program in the Medical segment, which is more fully described in Note 7 of the Notes to Condensed Consolidated Financial Statements. In addition, higher gross margins from sales of our advanced protection products were more than offset by lower recorded sales in the current quarter of products with overall higher gross profit margins, including insulin syringes and products in the Biosciences segment, both as discussed earlier. Gross profit margin was also negatively impacted by higher manufacturing costs and the impact of an inventory reduction program in the Medical segment.

Selling and administrative expense was 25.4% of revenues for both the quarter and nine months, compared with the prior year's ratios of 26.4% and 26.3%, respectively. Excluding goodwill amortization associated with the adoption of SFAS Nos. 141 and 142, prior year's selling and administrative expense as a percent of revenues would have been about the same as this year. Investment in research and development was 5.3% of revenues for the quarter and 5.6% of revenues for the nine months, compared with 5.6% and 5.8% of revenues, respectively, in the prior year. Investment in research and development for the quarter and nine months reflects lower spending than in the prior year, primarily due to lower ongoing development costs resulting from the recent introduction of BD ProbeTec ET'TM' and BD Phoenix'TM'.

Operating margin was 16.6% for the quarter and 16.4% for the nine months, compared with 17.7% and 16.6%, respectively, in the prior year. Excluding the aforementioned impact of special charges and other restructuring costs in the current year and goodwill amortization in the prior year, operating margin as a percent of revenue would have been about the same as last year for both the quarter and nine months. Net interest expense declined $4 million for the quarter and $21 million for the nine months compared with the prior year, primarily due to lower short-term interest rates.

Other income, net was $1 million higher for the current quarter compared with a year ago, primarily due to foreign exchange gains. For the nine months, foreign exchange gains of $15 million were offset by net losses on investments of $7 million and write-downs of assets of $8 million. As further described in Note 1 of the Notes to Condensed Consolidated Financial Statements, hedging costs of $8 million recorded in other expense in the first six months of fiscal 2001 have been reclassified as a reduction in revenues, to conform with the current year presentation.

We have an equity investment in a publicly-held company with an original carrying value of $15 million that has been trading below its carrying value since the end of January 2002. We are currently considering the provisions of Securities and Exchange Commission Staff Accounting Bulletin No. 59 in determining whether the market value of this investment has been affected by general market conditions or whether this decline would be considered other than temporary. If we determine this decline to be other than temporary, we will write-down the carrying value of this investment to its fair value in the fourth quarter of fiscal 2002. As of June 30, 2002, comprehensive income included a cumulative unrealized loss of $4 million for this investment. As of July 31, 2002, the cumulative unrealized loss for this investment was approximately $10 million.

The income tax rate was 25% for the quarter, or 24% excluding the impact of special charges. Our tax rate in the prior year was 23% on a post-SAB 101 basis. We expect our tax rate for the full year to be about 24%, excluding the impact of special charges.

Net income and diluted earnings per share for the current quarter were $120 million and 44 cents, respectively, compared with $118 million and 44 cents in the prior year. Reported net income and diluted earnings per share for the current nine months were $349 million and $1.29, respectively, compared with net income and diluted earnings per share, excluding the cumulative effect of accounting change, of $306 million and $1.14 for the same period in fiscal 2001. Excluding the impact of special charges discussed earlier, diluted earnings per share would have been 48 cents and $1.35 for the current quarter and nine months ended June 30, 2002, respectively. Diluted earnings per share for the current quarter and nine months reflect a benefit of approximately 2 1/2 cents and 7 1/2 cents, respectively, from the adoption of SFAS No. 142.

On April 8, 2002, we entered into a non-binding letter of intent with AorTech

International plc ("AorTech") to sell our critical care product line. Almost one-half of the current negotiated purchase price would be paid over 30 months following the date of closing and is subject to adjustments based on future sales results. Several important actions must occur, including the execution of a definitive purchase agreement and the approval of Aortech's Board of Directors and shareholders, before the sale can be completed. Taken together, the actions represent significant uncertainty with respect to determining whether the sale will be consummated. Therefore, we have not recorded the loss that will be reflected if the product line is sold. Assuming these actions are completed, we would record a substantially non-cash pre-tax loss that is currently estimated to be in the range of $35 to $40 million.

Special Charges

We recorded special charges of $12 million, or four cents per share, during the third quarter and $22 million, or six cents per share, for the nine months related to a manufacturing restructuring program in the Medical segment, as more fully described in Note 7 of the Notes to Condensed Consolidated Financial Statements. Also included in the third quarter charges was the reversal of $4 million of fiscal 2000 special charges, primarily related to severance and lease cancellation costs. Third quarter results also reflected other manufacturing costs related to the restructuring program of $3 million, or one cent per share, that are included in cost of products sold. Over the next nine months, we expect any savings from the reduction in salaries and wages expense to be more than offset by other costs related to this restructuring program, including accelerated depreciation and equipment transfer costs. Beginning in Q3 of fiscal 2003, we anticipate the net savings associated with this program to be approximately $2 million each quarter.

We recorded special charges of $58 million and $91 million in fiscal years 2000 and 1998, respectively, as described in Note 7 of the Notes to Condensed Consolidated Financial Statements. For the 2000 restructuring plan, the annual savings from the reduction in salaries and wages expense are estimated to be $30 million. As anticipated, these savings, beginning in 2001, offset incremental costs relating to programs, such as advanced protection technologies, molecular oncology, and our enterprise-wide program to upgrade our business information systems, known internally as Genesis. The estimated annual benefits of $4 million for the 1998 restructuring plan related to reduced manufacturing costs and tax savings associated with the move of a surgical blade plant are expected to be realized following the closure of the facility. See Note 7 of the Notes to Condensed Consolidated Financial Statements for further discussion.

Liquidity and Capital Resources

During the first nine months of fiscal 2002, cash provided by operating activities was $532 million compared to $525 million during the first nine months of last year. Cash provided by operations in fiscal 2002 was reduced by a $100 million cash contribution to the U.S. pension plan made in November 2001.

As of June 30, 2002, total debt of $1.3 billion represented 32.7% of total capital (shareholders' equity, net non-current deferred income tax liabilities, and debt), down from 36.4% a year ago. We use commercial paper to meet our short-term financing needs, including working capital requirements. As discussed in our 2001 Form 10-K, we currently have in place two syndicated credit facilities totaling $900 million, consisting of a $450 million line of credit expiring in August 2002 and a $450 million line of credit expiring in August 2006. We will be renewing and extending for an additional 364-day period the line due to expire this month. Both lines are available to provide backup support for our commercial paper program and for other general corporate purposes. Each of these facilities contains a single financial covenant relating to our interest coverage ratio. Given the availability of these facilities and our strong credit ratings, we continue to have a high degree of confidence in our ability to refinance maturing short-term and long-term debt, as well as incur substantial additional debt, if required.

Capital expenditures during the first nine months were $163 million, compared with last year's amount of $266 million. We do not expect capital spending for fiscal 2002 to exceed $300 million. The decline in cash provided by financing activities is primarily due to the repurchase of 4.9 million shares of our common stock for $174 million during the first nine months. At June 30, 2002, 5.1 million shares remained under a September 2001 Board of Directors' resolution that authorized the repurchase of up to 10 million common shares.

Critical Accounting Policies

"Management's Discussion and Analysis of Financial Condition and Results of Operations" discusses our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, as well as the disclosure of contingent assets and liabilities at the date of the financial statements. Some of those judgments can be subjective and complex, and consequently, actual results could differ from those estimates. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. For any given estimate or assumption made by management, there may also be other estimates or assumptions that are reasonable. However, we believe that given the current facts and circumstances, it is unlikely that applying any such alternative judgments would materially impact the accompanying financial statements. Management believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of BD's consolidated financial statements.

Revenue Recognition

We recognize revenue for most instruments sold from the Biosciences segment upon installation at the customer's site, due to the fact that a substantive installation effort is required and only we can perform the service. We also defer revenue recognition related to branded insulin syringe products that are sold to distributors in the U.S. consumer trade channel. These distributors have implied rights of return on unsold merchandise held by them. We recognize revenue on these products upon the sell-through of the respective product from the distribution channel partner to their end customer. In determining the amount of sales to record each quarter, we rely on independent sales and inventory data provided to us from distribution channel partners. Substantially all other revenue is recognized when products are shipped to customers.

Investments

We hold minority interests in companies having operations or technology in areas within or adjacent to BD's strategic focus. Some of these companies are publicly traded for which share prices are available, and some are non-publicly traded whose value is difficult to determine. We write down an investment when management believes an investment has experienced a decline in value that is other than temporary. Future adverse changes in market conditions or poor operating results of the underlying investments could result in an inability to recover the carrying value of the investments, thereby possibly requiring impairment charges in the future. As of June 30, 2002, our condensed consolidated balance sheet included total investments of $32 million.

Restructuring

During the current year, we recorded reserves in connection with our restructuring program. These reserves include estimates pertaining to employee separation costs. In fiscal years 2000 and 1998, we also recorded reserves related to restructuring programs. These reserves included estimates pertaining to employee separation costs, as well as litigation defense costs associated with our latex glove business, which was divested in 1995. See Note 7 of the Notes to Condensed Consolidated Financial Statements for further discussion. Although we do not anticipate significant changes, the actual costs may differ from these estimates.

Contingencies

We are involved, both as a plaintiff and a defendant, in various legal proceedings which arise in the ordinary course of business, including, without limitation, product liability and environmental matters. A more complete description of legal proceedings has been set forth in our 2001 Form 10-K, subsequent periodic reports filed with the Securities and Exchange Commission on Forms 10-Q and 8-K and in Part II of this Report on Form 10-Q. We assess the likelihood of any adverse judgments or outcomes to these matters as well as potential ranges of probable losses. A determination of the amount of reserves, if any, for these contingencies is made after careful analysis of each individual issue and, when appropriate, is developed after consultation with outside counsel. The reserves may change in the future due to new developments in each matter or changes in our strategy in dealing with these matters.

Benefit Plans

We have significant pension and post-retirement benefit costs and credits that are developed from actuarial valuations. Inherent in these valuations are key assumptions including discount rates and expected return on plan assets. We consider current market conditions, including changes in interest rates and market returns, in selecting these assumptions. Changes in the related pension and post-retirement benefit costs or credits may occur in the future due to changes in the assumptions.

Stock-Based Compensation

As permitted by SFAS No. 123, "Accounting for Stock-Based Compensation," we currently account for stock options by the disclosure-only provision of this Statement, and therefore we use the intrinsic value method as prescribed by Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," for accounting for stock-based compensation. Accordingly, compensation cost for stock options is measured as the excess, if any, of the quoted market price of our stock at the date of the option grant over the exercise price. We have not incurred any such compensation expense during the last three fiscal years.

If we had elected to account for our stock-based compensation awards issued subsequent to October 1, 1995 using the fair value method, the estimated fair value of awards would have been charged against income on a straight-line basis over the vesting period, which generally ranges from zero to three years. For the year ended September 30, 2001, our net income and diluted earnings per share would have been lower by an estimated $34 million and 12 cents, respectively, under the fair value method. This effect is not likely representative of the pro forma effect on net income in future years.

Cautionary Statement Pursuant to Private Securities Litigation Reform Act of 1995 -- "Safe Harbor" for Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 (the "Act") provides a safe harbor for forward-looking statements made by or on behalf of BD. BD and its representatives may from time to time make certain forward-looking statements in publicly-released materials, both written and oral, including statements contained in this report and filings with the Securities and Exchange Commission and in our other reports to shareowners. Forward-looking statements may be identified by the use of words like "plan," "expect," "believe," "intend," "will," "anticipate," "estimate" and other words of similar meaning in conjunction with, among other things, discussions of future operations and financial performance, as well as our strategy for growth, product development, regulatory approvals, market position and expenditures. All statements which address operating performance or events or developments that we expect or anticipate will occur in the future -- including statements relating to volume growth, sales and earnings per share growth and statements expressing views about future operating results -- are forward-looking statements within the meaning of the Act.

Forward-looking statements are based on current expectations of future events. The forward-looking statements are and will be based on management's then current views and assumptions regarding future events and operating performance, and speak only as of their dates. Investors

should realize that if underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from our expectations and projections. Investors are therefore cautioned not to place undue reliance on any forward-looking statements. Furthermore, we undertake no obligation to update or revise any forward-looking statements whether as a result of new information, future events and developments or otherwise.

The following are some important factors that could cause our actual results to differ from our expectations in any forward-looking statements:

- Regional, national and foreign economic factors, including inflation and fluctuations in interest rates and foreign currency exchange rates and the potential effect of such fluctuations on revenues, expenses and resulting margins.

- Competitive product and pricing pressures and our ability to gain or maintain market share in the global market as a result of actions by competitors, including technological advances achieved and patents attained by competitors as patents on our products expire. While we believe our opportunities for sustained, profitable growth are considerable, actions of competitors could impact our earnings, share of sales and volume growth.

- Changes in domestic and foreign healthcare resulting in pricing pressures, including the continued consolidation among healthcare providers, trends toward managed care and healthcare cost containment and government laws and regulations relating to sales and promotion, reimbursement and pricing generally.

- The effects, if any, of governmental and media activities relating to U.S. Congressional hearings regarding the business practices of group purchasing organizations, which negotiate product prices on behalf of their member hospitals with BD and other suppliers.

- Fluctuations in the cost and availability of raw materials and the ability to maintain favorable supplier arrangements and relationships.

- Adoption of or changes in government laws and regulations affecting domestic and foreign operations, including those relating to trade, monetary and fiscal policies, taxation, environmental matters, sales practices, price controls, licensing and regulatory approval of new products, or changes in enforcement practices with respect to any such laws and regulations.

- Difficulties inherent in product development, including the potential inability to successfully continue technological innovation, complete clinical trials, obtain regulatory approvals in the United States and abroad, or gain and maintain market approval of products, and the possibility of encountering infringement claims by competitors with respect to patent or other intellectual property rights, all of which can preclude or delay commercialization of a product.

- Significant litigation adverse to BD, including product liability claims, patent infringement claims, and antitrust claims, as well as other risks and uncertainties detailed from time to time in our Securities and Exchange Commission filings.

- The effects, if any, of adverse media exposure or other publicity regarding allegations made or related to litigation pending against BD.

- Our ability to achieve earnings forecasts, which are generated based on projected volumes and sales of many product types, some of which are more profitable than others. There can be no assurance that we will achieve the projected level or mix of product sales.

- Product efficacy or safety concerns resulting in product recalls, regulatory action on the part of the Food and Drug Administration (or foreign counterparts) or declining sales.

- Economic and political conditions in international markets, including civil unrest, governmental changes and restrictions on the ability to transfer capital across borders.

- Our ability to penetrate developing and emerging markets, which also depends on economic and political conditions, and how well we are able to acquire or form strategic business alliances with local companies and make necessary infrastructure enhancements to production facilities, distribution networks, sales equipment and technology.

- The impact of business combinations, including acquisitions and divestitures, both internally for BD and externally in the healthcare industry.

- Issuance of new or revised accounting standards by the American Institute of Certified Public Accountants, the Financial Accounting Standards Board or the Securities and Exchange Commission.

The foregoing list sets forth many, but not all, of the factors that could impact our ability to achieve results described in any forward-looking statements. Investors should understand that it is not possible to predict or identify all such factors and should not consider this list to be a complete statement of all potential risks and uncertainties.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in information reported since the fiscal year ended September 30, 2001.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We are involved, both as a plaintiff and a defendant, in various legal proceedings which arise in the ordinary course of business, including, without limitation, product liability and environmental matters.

A more complete description of legal proceedings has been set forth in our 2001 Form 10-K. For the quarter ended June 30, 2002, the following changes have occurred.

Latex Cases
We have received a total of 513 claims to date, relating to alleged reactions caused by exposure to latex resulting from the use, over time, of latex gloves. The facts and circumstances of new claims filed since the 2001 10-K are similar to those previously filed and we are of the same opinion as stated in the 2001 10-K.

RTI Litigation
On January 18, 2002, Retractable Technologies, Inc. ("RTI" or "plaintiff") filed a second amended complaint against BD, another manufacturer, and two group purchasing organizations ("GPOs") under the caption Retractable Technologies, Inc. vs. Becton, Dickinson and Company, et al. (Civil Action No. 501 CV 036, United States District Court, Eastern District of Texas) for alleged violations of state and Federal antitrust laws. Plaintiff also has asserted claims for business disparagement, common law conspiracy, and tortious interference with business relationships. Plaintiff seeks money damages in an as yet undisclosed amount. On February 22, 2002, BD filed a motion to dismiss the second amended complaint. On August 2, 2002, the court issued a Memorandum Opinion and Order denying that motion. The trial currently is scheduled to begin on January 10, 2003. We continue to vigorously defend this matter.

Class Action Cases
We, along with another manufacturer and several medical product distributors, have been named as a defendant in product liability class action lawsuits relating to healthcare workers who allegedly sustained needlesticks on conventional products, but have not become infected with any disease. At the time of the filing of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, cases were pending on behalf of an unspecified number of healthcare workers in four states seeking class certification under the laws of these states. Since the filing of our Quarterly Report on Form 10-Q for the period ended March 31, 2002, the following development has occurred:

- In Ohio, in Grant v. Becton Dickinson et al. (Case No. 98CVB075616, Franklin County Court), which was filed on July 22, 1998, the court issued a decision on July 17, 2002 certifying a class. We have filed an appeal of the court's ruling with the Ohio Court of Appeals for the 10th Appellate Judicial District.

We will continue our vigorous defense of the four class action lawsuits pending.

Summary
While it is not possible to predict or determine the outcome of the above or other legal actions brought against BD, upon resolution of such matters, we may incur charges in excess of presently established reserves. Such future charges, individually and in the aggregate, could have a material adverse impact on our net income and net cash flows in the period in which they are recorded or paid, however, in our opinion, the results of the above matters, individually and in the aggregate, are not expected to have a material adverse effect on the Company's consolidated financial condition.

Item 2. Changes in Securities and Use of Proceeds.

Not applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits and Reports on Form 8-K.

a) Exhibits

None.

b) Reports on Form 8-K

During the three-month period ended June 30, 2002, we filed four Current Reports on Form 8-K:

(i) Under Item 9 - Regulation FD Disclosure, we furnished information in a report dated April 11, 2002 regarding our signing of a non-binding letter of intent to divest our critical care product line.

(ii) Under Item 5 - Other Events, we announced our results for the second quarter ended March 31, 2002 in a report dated April 24, 2002.

(iii) Under Item 9 - Regulation FD Disclosure, in a report dated May 7, 2002, we furnished information regarding recent stock option exercises

by Edward J. Ludwig, Chairman, President and Chief Executive Officer.

(iv) Under Item 9 - Regulation FD Disclosure, we furnished information in a report dated May 16, 2002 regarding recent stock option exercises by a corporate officer.

In addition, in a Report on Form 8-K, under Item 9 - Regulation FD Disclosure dated August 12, 2002, we furnished information regarding the submission of sworn statements by our Chief Executive Officer and Chief Financial Officer to the Securities and Exchange Commission pursuant to SEC Order No. 4-460.

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 thereunto duly authorized.

Becton, Dickinson and Company
(Registrant)

Date: August 13, 2002

/s/ John R. Considine

John R. Considine
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ Richard M. Hyne

Richard M. Hyne
Vice President and Controller
(Chief Accounting Officer)

STATEMENT OF DIFFERENCES

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