

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 28, 2003

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 and Regulation FD Disclosure.

On January 28, 2003, the Registrant issued the press releases that are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 99.1 Press release dated January 28, 2003.
Exhibit 99.2 Press release dated January 28, 2003.

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/ Gary DeFazio

Gary DeFazio
Assistant Secretary

INDEX TO EXHIBITS

Exhibit Number -----	Description of Exhibits -----
99.1	Press release dated January 28, 2003.
99.2	Press release dated January 28, 2003.

<Page>

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

News Release

[BECTON, DICKINSON LOGO]

Contact:
Charles Borgognoni, Corporate Communications - 201-847-6651
Patricia Spinella, Investor Relations - 201-847-5453

BD BOARD DECLARES DIVIDEND

Franklin Lakes, NJ (January 28, 2003) -- The Board of Directors of BD (Becton, Dickinson and Company) (NYSE:BDX) has declared a quarterly dividend of 10 cents per common share. The dividend will be payable on March 31, 2003 to holders of record on March 10, 2003. The current indicated annual dividend rate is 40 cents per share.

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, 2002, BD reported total revenues of \$4.033 billion.

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

News Release

[BECTON, DICKINSON LOGO]

Contact:

Charles Borgognoni, Corporate Communications - 201-847-6651
Patricia Spinella, Investor Relations - 201-847-5453

BD BOARD AUTHORIZES ADDITIONAL SHARE REPURCHASES

Franklin Lakes, NJ (January 28, 2003) -- 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. This authorization is in addition to the approximately 1.5 million shares remaining under a 10 million-share repurchase authorization dated September 17, 2001. On December 31, 2002, the Company had approximately 254 million common shares outstanding.

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 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, 2002, BD reported total revenues of \$4.033 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 healthcare 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.