

UNITED STATES  
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) December 20, 2005

**BECTON, DICKINSON AND COMPANY**

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(Exact Name of Registrant as Specified in Its Charter)

**New Jersey**

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(State or Other Jurisdiction of Incorporation)

**001-4802**

**22-0760120**

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(Commission File Number)

(IRS Employer Identification No.)

**1 Becton Drive, Franklin Lakes, New Jersey**

**07417-1880**

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(Address of Principal Executive Offices)

(Zip Code)

**(201) 847-6800**

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(Registrant's Telephone Number, Including Area Code)

**N/A**

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K Filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01            REGULATION FD DISCLOSURE.

On December 20, 2005, BD issued a press release announcing certain changes to its corporate governance practices. A copy of the press release is furnished as Exhibit 99.1 hereto.

ITEM 9.01            FINANCIAL STATEMENTS AND EXHIBITS.

Exhibits. --        Exhibit 99.1.            Press release dated December 20, 2005, which is furnished pursuant to Item 7.01.

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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/ Dean J. Paranicas  
Dean J. Paranicas  
Vice President, Corporate  
Secretary and Public Policy

Date: December 21, 2005

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INDEX TO EXHIBITS

**Exhibit  
Number**

**Description of Exhibits**

99.1

Press release dated December 20, 2005, which is furnished pursuant to Item 7.01.

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## News Release



Contact:

Patricia A. Spinella, Investor Relations – 201-847-5453  
Colleen T. White, Corporate Communications – 201-847-5369

### **BD to Allow Poison Pill to Expire; also Adopts New Policy Regarding Election of Directors**

**Franklin Lakes, NJ (December 20, 2005)**– In conjunction with the filing of its annual proxy statement today, BD (Becton, Dickinson and Company) (NYSE:BDX) announced that its shareholder rights plan, commonly known as a “poison pill,” will not be renewed upon its expiration in April 2006. The proxy statement describes this and certain other governance changes in the inaugural report of the Corporate Governance and Nominating Committee of BD’s Board of Directors.

Additionally, BD announced that it has amended its Corporate Governance Principles to require that any nominee for director in an uncontested election who receives a greater number of votes “withheld” from election than votes “for” must offer his or her resignation for consideration by the Board.

“This approach to director elections further strengthens BD’s long-standing commitment to good corporate governance practices,” stated Edward J. Ludwig, Chairman, President and Chief Executive Officer. “Our Board of Directors continues to demonstrate outstanding responsiveness and dedication to shareholder interests in this important area.”

The full text of BD’s Corporate Governance Principles is available in the corporate governance section of the Company’s website at:  
[http://www.bd.com/investors/corporate\\_governance/](http://www.bd.com/investors/corporate_governance/)

About BD

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. To learn more about BD, please visit [www.bd.com](http://www.bd.com).

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