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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) July 28, 2009

**BECTON, DICKINSON AND COMPANY**

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(Exact Name of Registrant as Specified in Its Charter)

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New Jersey

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(State or Other Jurisdiction of Incorporation)

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001-4802

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(Commission File Number)

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22-0760120

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(IRS Employer Identification No.)

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1 Becton Drive, Franklin Lakes, New Jersey

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(Address of Principal Executive Offices)

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07417-1880

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(Zip Code)

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(201) 847-6800

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(Registrant's Telephone Number, Including Area Code)

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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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On July 30, 2009, Becton, Dickinson and Company ("BD") issued a press release announcing its financial results for its third fiscal quarter ending June 30, 2009. A copy of the press release is furnished as Exhibit 99.1 to this report.

The press release furnished as Exhibit 99.1 contains certain financial measures that differ from those presented in accordance with U.S. generally accepted accounting principles (GAAP), as follows:

- Revenues. We present international and total revenue growth rates (for the total company and each of its segments and business units, and for revenues relating to our safety-engineered devices) for certain periods at constant foreign exchange rates. We believe that this allows investors to view the underlying operating results of BD without the impact of fluctuations in foreign currency exchange rates, thereby facilitating comparisons to prior periods.
  - Selling and Administrative Expense. We present selling and administrative expense, both alone and as a percentage of revenues, for certain periods after excluding the impact of the charge relating to our pending settlement of certain antitrust class action suits. This charge caused reported selling and administrative expense to be higher for these periods than it otherwise would have been, but is not considered by management to be part of ordinary operations. Accordingly, management believes that these adjusted measures of selling and administrative expense are more indicative of BD's performance, and allow investors to more easily compare BD's selling and administrative expense for these periods to other periods.
  - Operating Income. We present BD's operating income, both alone and as a percentage of revenues, for certain periods after excluding the impact of the charge relating to our pending settlement of certain antitrust class action suits. This charge caused reported operating income for these periods to be lower than it otherwise would have been, but is not considered by management to be part of ordinary operations. Accordingly, management believes that these adjusted measures of operating income are more indicative of BD's performance, and allow investors to more easily compare BD's operating income for these periods to other periods.
  - Income Taxes and Effective Tax Rate. We present BD's income taxes and effective tax rate (i) for the second quarter and first six months of fiscal year 2009 after excluding the impact of the charge relating to our pending settlement of certain antitrust class action suits, (ii) for the third quarter of fiscal year 2009 after excluding the tax benefit relating to various tax settlements, and (iii) for the first nine months of fiscal year 2009 after excluding both the aforementioned charge and tax benefits. These items caused both our reported income taxes and our effective tax rate for these periods to be lower than they otherwise would have been, but are not considered by management to be part of ordinary operations. Accordingly, management believes that these adjusted measures of income taxes and
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effective tax rate are more indicative of BD's results, and allow investors to more easily compare BD's income taxes and effective tax rate for these periods to other periods.

- Income from Continuing Operations. We present BD's income from continuing operations, both alone and as a percentage of revenues, (i) for the second quarter and first six months of fiscal year 2009 after excluding the impact of the charge relating to our pending settlement of certain antitrust class action suits, (ii) for the third quarter of fiscal year 2009 after excluding the tax benefit relating to various tax settlements, and (iii) for the first nine months of fiscal year 2009 after excluding both the aforementioned charge and tax benefits. These items caused reported income from continuing operations for these periods to be either lower or higher (depending on the period) than it otherwise would have been, but are not considered by management to be part of ordinary operations. Accordingly, management believes that these adjusted measures of income from continuing operations are more indicative of BD's performance, and allow investors to more easily compare BD's operating income from continuing operations for these periods to other periods.
- Earnings Per Share from Continuing Operations. We present BD's (i) diluted earnings per share from continuing operations for the second quarter and first six months of fiscal year 2009 after excluding the impact of the charge relating to our pending settlement of certain antitrust class action suits, (ii) diluted earnings per share from continuing operations for the third quarter of fiscal year 2009 after excluding the tax benefit relating to various tax settlements, and (iii) diluted earnings per share from continuing operations for the first nine months of fiscal year 2009 and estimated diluted earnings per share from continuing operations for full fiscal year 2009 after excluding both the aforementioned charge and tax benefits. These items caused, or will cause, reported diluted earnings per share for these periods to be either lower or higher (depending on the period) than it otherwise would have been, but are not considered by management to be part of ordinary operations. Accordingly, management believes that these adjusted measures of diluted earnings per share from continuing operations are more indicative of BD's performance, and allow investors to more easily compare BD's performance for these periods to other periods.

BD's management uses each of these non-GAAP measures in its own evaluation of BD's performance, particularly when comparing performance to past periods. Management also uses the non-GAAP results for budget planning purposes on a quarterly and annual basis.

BD provides non-GAAP measures to investors on a supplemental basis, as they provide additional insight into BD's financial results. Management believes the non-GAAP results provide a reasonable measure of BD's underlying performance before the effects of items that are considered by management to be outside of BD's underlying operational results or that affect period to period comparability.

Non-GAAP results should not be considered in isolation and are not in accordance with, or a substitute for, GAAP results. Our non-GAAP results may differ from similar measures used by other companies, even if similar terms are used to identify such measures. Although BD's management believes non-GAAP results are useful in evaluating the performance of its business, its reliance on these measures is limited since items excluded from such measures may have a material impact on BD's net income, earnings per share or cash flows calculated in accordance with GAAP. Therefore, management typically uses non-GAAP results in conjunction with GAAP results to address these limitations. Investors should also consider these limitations when evaluating BD's results.

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ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BY-LAWS; CHANGE IN FISCAL YEAR.

On July 28, 2009, BD amended its By-Laws to (i) authorize the chairman or the shareholders to adjourn a shareholders meeting whether or not a quorum is present, (ii) provide a procedure for selecting an acting chair of a board committee meeting in the absence of the appointed chair, and (iii) certain technical and corrective changes.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit 3.1 By-laws, as amended and restated as of July 28, 2009

Exhibit 99.1 Press release dated July 30, 2009, which is furnished pursuant to Item 2.02

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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. Parnicas  
Dean J. Parnicas  
Vice President, Corporate  
Secretary and Public Policy

Date: July 30, 2009

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Exhibit Index

- 3.1 By-laws, as amended and restated as of July 28, 2009
- 99.1 Press Release dated July 30, 2009, furnished pursuant to Item 2.02

BY-LAWS  
of  
BECTON, DICKINSON AND COMPANY  
A New Jersey Corporation  
as Amended and Restated as of July 28, 2009

ARTICLE I  
Offices

The registered office of Becton, Dickinson and Company (the "Company") shall be in the Borough of Franklin Lakes, County of Bergen, State of New Jersey or such other place within or without the State of New Jersey as the Board of Directors may designate. The Company may also establish and have such other offices within or without the State of New Jersey, as the Board of Directors may designate or its business may require.

ARTICLE II  
Meetings of Shareholders

SECTION 1. PLACE OF MEETINGS. Meetings of the shareholders shall be held at the registered office of the Company in New Jersey, or at such other place, within or without the State of New Jersey, as may be designated by the Board of Directors and stated in the notice of the meeting.

SECTION 2.A. ANNUAL MEETINGS. The annual meeting of shareholders for the election of Directors and the transaction of such other business as may be related to the purposes set forth in the notice of the meeting shall be held at such time as may be fixed by the Board of Directors.

B. SPECIAL MEETING FOR ELECTION OF DIRECTORS. If the annual meeting of shareholders is not held on the date designated, the Board of Directors may call a special meeting of the shareholders for the election of Directors and the transaction of other business.

C. SPECIAL MEETINGS. Special meetings of the shareholders may be called by the Board of Directors or by the Chairman of the Board or by the Chief Executive Officer or by the President, and shall be called by the Chairman of the Board or by the Chief Executive Officer or by the President upon written request of a majority of the Directors then in office, which request shall state the time, place and purpose of the meeting.

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D. (a) **ADVANCE NOTICE OF NOMINATIONS AND BUSINESS TO BE TRANSACTED AT ANNUAL MEETINGS OF SHAREHOLDERS.** No business may be transacted and no nominations of persons for election to the Board of Directors may be made at an annual meeting of shareholders, other than business and nominations that are either: (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors (or any duly authorized committee thereof); (ii) otherwise properly brought before the annual meeting by or at the direction of the Board of Directors (or any duly authorized committee thereof); or (iii) otherwise properly brought before the annual meeting by any shareholder of the Company (1) who is a shareholder of record on the date of the giving of the notice provided for in this Section 2.D. and on the record date for the determination of shareholders entitled to vote at such annual meeting, and (2) who complies with the notice procedures set forth in this Section 2.D.

(b) Notice. In addition to any other applicable requirements, for any business or nominations of persons for election to the Board of Directors to be properly brought before an annual meeting by a shareholder under subsection 2.D(a)(iii) above, such shareholder must have given timely notice thereof in proper written form to the Secretary of the Company. To be timely, a shareholder's notice to the Secretary must be delivered to or mailed and received at the principal executive offices of the Company not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of shareholders; provided, however, that in the event that the annual meeting is called for on a date that is not within 30 days before or after such anniversary date, notice by the shareholder in order to be timely must be so received not earlier than the 120<sup>th</sup> day prior to such annual meeting and not later than the close of business on the later of the 90<sup>th</sup> day prior to such annual meeting or the tenth day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever first occurs. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a shareholder's notice as described above.

Notwithstanding anything in the first sentence of the preceding paragraph to the contrary, in the event that the number of Directors to be elected to the Board of Directors is increased and there is no notice or public disclosure by the Company naming all of the nominees for Director or specifying the size of the increased Board of Directors at least 70 days prior to the anniversary date of the immediately preceding annual meeting of shareholders, a shareholder's notice required by this Section 2.D. shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Company not later than the close of business on the tenth day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made.

(c) Required contents of notice. To be in proper written form, a shareholder's notice under subsection 2.D(a)(iii)(2) to the Secretary must set forth:



(i) as to each person whom the shareholder proposes to nominate for election or reelection as a Director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, and Rule 14a-11 thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected);

(ii) as to each other matter such shareholder proposes to bring before the annual meeting, a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting;

(iii) the name and record address of such shareholder;

(iv) the class or series and number of shares of capital stock of the Company that are owned beneficially or of record by such shareholder, together with proof of ownership if requested by the Company;

(v) a description of any agreement, arrangement or understanding between or among such shareholder and any other person or persons (including their names) in connection with such proposal of such business or nomination by such shareholder, and any material interest of such shareholder in such business or nomination;

(vi) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, stock appreciation or similar rights, hedging or similar transactions, and borrowed or loaned shares) that has been entered into as of the date of the shareholder's notice by, or on behalf of, such shareholder, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such shareholder with respect to shares of stock of the Company;

(vii) a representation that the shareholder will notify the Company in writing of any such agreement, arrangement or understanding referenced in clause (vi) above (including any amendment or modification thereto) in effect as of the record date for the annual meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed;

(viii) a representation that such shareholder is a holder of record of capital stock of the Company and is entitled to vote at the annual meeting and intends to appear in person or by proxy at the annual meeting to bring such business or nomination before the meeting; and

(ix) a representation whether the shareholder intends, or is part of a group which intends, (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to approve or adopt the proposal or elect the nominee, and/or (2) otherwise to solicit proxies from shareholders in support of such proposal or nomination. In addition, a shareholder seeking to submit such business at an annual meeting shall promptly provide any other information reasonably requested by the Company.

(d) No business or nomination for director shall be conducted at the annual meeting of shareholders except business or nominations brought before the annual meeting in accordance with the procedures set forth in this Section 2.D; provided, however, that, once such business or nomination has been properly brought before the annual meeting in accordance with such procedures, nothing in this Section 2.D. shall be deemed to preclude discussion by any shareholder of any such business or nomination. In addition, only such persons who are nominated in accordance with the procedures set forth in this Section 2.D shall be eligible to be elected at an annual meeting of the Company. If the chairman of an annual meeting determines that such business or nomination was not properly brought before the annual meeting in accordance with the foregoing procedures, the chairman shall declare to the meeting that such business or nomination was not properly brought before the meeting, and such business shall not be transacted or such defective nomination shall be disregarded.

(e) The provisions of this Section 2.D shall not be applicable to any shareholder proposal submitted for inclusion in the Company's proxy statement pursuant to Rule 14a-8 under Regulation 14A of the Securities Exchange Act of 1934, as amended.

SECTION 3. QUORUM; ADJOURNMENT. The presence, in person or by proxy, of the holders of shares representing a majority of the votes entitled to be cast at a meeting shall constitute a quorum. The shareholders present in person or by proxy at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. The chairman of the meeting or a majority of the shareholders present in person, or by proxy, shall have power to adjourn the meeting without notice. At such adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally notified.

SECTION 4. NOTICE OF MEETINGS. A written notice of each annual or special meeting of the shareholders of the Company, signed by the Chairman of the Board or the Chief Executive Officer or the President or the Secretary, which shall state the time, place and purpose of such meeting, shall be delivered personally or mailed, not less than 10 days nor more than 60 days before the date of any such meeting, to each shareholder of record entitled to vote at such meeting. If mailed, the notice shall be directed to the shareholder at his or her address as it appears on the records of the stock transfer agent. Any shareholder, in person or by proxy, may at any time by a duly signed statement in writing to that effect, waive any statutory or other notice of any meeting, whether such statement be signed before or after such meeting.

SECTION 5. VOTING. At all meetings of the shareholders, each holder of common stock having the right to vote, and present at the meeting in person or by proxy,

shall be entitled to one vote for each full share of common stock of the Company entitled to vote and registered in his or her name. Each holder of preferred stock of any series shall have such voting powers, if any, as the Board of Directors shall have fixed by resolution prior to the issuance of any shares of such series. Whenever any action is to be taken by vote of the shareholders, other than the election of Directors, it shall be authorized by a majority of the votes cast at a meeting of the shareholders by the holders of shares entitled to vote, unless a greater plurality is required by law or the Certificate of Incorporation.

SECTION 6. PROXIES. Any shareholder of record entitled to vote may be represented at any annual or special meeting of the shareholders by a duly appointed proxy. All proxies shall be written and properly signed, but shall require no other attestation, and shall be filed with the Secretary of the meeting before being voted.

SECTION 7. ORGANIZATION. The Chairman of the Board, or in the absence or disability of the Chairman of the Board or if a vacancy exists in the office of Chairman of the Board, a director or officer designated by the Board of Directors shall act as chairman of the meeting at all meetings of the shareholders. The Secretary, or in his or her absence or disability one of the Assistant Secretaries, shall act as secretary of the meeting. In case none of the officers above designated to act as secretary of the meeting shall be present, a secretary of the meeting shall be chosen by the Board of Directors.

SECTION 8. ORDER OF BUSINESS. The order of business at all meetings of the shareholders shall be as determined by the chairman of the meeting, but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the shareholders.

SECTION 9. RECORD DATE FOR ACTION BY WRITTEN CONSENT. In order that the Company may determine the shareholders entitled to consent to corporate action in writing without a meeting in accordance with law, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any shareholder of record seeking to have the shareholders authorize or take corporate action by written consent shall, by written notice to the Secretary, request the Board of Directors to fix a record date. The Board of Directors shall promptly, but in all events within 10 days after the date on which such a request is received, adopt a resolution fixing the record date. If no record date has been fixed by the Board of Directors within 10 days after the date on which such a request is received, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by applicable law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Company by delivery to its registered office in New Jersey, its principal place of business or to any officer or agent of the Company having custody of the book in which proceedings of meetings of shareholders are recorded. Delivery made to the Company's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by applicable law, the record date for determining shareholders entitled to consent to corporate action in writing without a

meeting shall be at the close of business on the date on which the Board of Directors adopts the resolution taking such prior action.

Nothing in this Article II, Section 9 shall require the Board of Directors to take any action with respect to any proposed action or other proposal for which consent is sought other than to fix a record date as provided for herein; and the fixing of any such record date shall not be deemed to be an action taken by the Board of Directors with respect to any such proposed action or other proposal for which consent is sought for any other purpose.

SECTION 10. INSPECTORS OF WRITTEN CONSENT. In the event of the delivery, in the manner provided by Article II, Section 9, to the Company of the requisite written consent or consents to take corporate action and/or any related revocation or revocations, the Company shall engage nationally recognized independent inspectors of elections for the purpose of promptly performing a ministerial review of the validity of the consents and revocations. For the purpose of permitting the inspectors to perform such review, no action by written consent without a meeting shall be effective until such date as the independent inspectors certify to the Company that the consents delivered to the Company in accordance with Article II, Section 9 represent at least the minimum number of votes that would be necessary to take the corporate action. Nothing contained in this paragraph shall in any way be construed to suggest or imply that the Board of Directors or any shareholder shall not be entitled to contest the validity of any consent or revocation thereof, whether before or after such certification by the independent inspectors, or to take any other action (including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

SECTION 11. EFFECTIVENESS OF WRITTEN CONSENT. Every written consent shall bear the date of signature of each shareholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated written consent received in accordance with Article II, Section 9, a written consent or consents signed by a sufficient number of holders to take such action are delivered to the Company in the manner prescribed in Article II, Section 9.

### ARTICLE III Directors

SECTION 1. QUALIFICATIONS. Each Director shall be at least 21 years of age and shall be elected in the manner provided by the Certificate of Incorporation and these By-Laws.

SECTION 2. DUTIES AND POWERS. The Board of Directors shall control and manage the business and affairs of the Company, and shall exercise all powers of the Company and perform all acts which are not required to be exercised or performed by the shareholders. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the management of the Company as it may deem proper.

SECTION 3. PLACE OF MEETINGS. Meetings of the Board of Directors shall be held at the principal office of the Company or at such other place within or without

the State of New Jersey, as the Chairman of the Board or the Board of Directors may designate.

SECTION 4. TELEPHONE MEETINGS. Any or all Directors may participate in a meeting of the Board of Directors or a committee thereof by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

SECTION 5. NOTICE OF MEETINGS. There shall be an annual meeting of the Board of Directors held without notice on the date of the annual meeting of shareholders, or as soon thereafter as convenient, at the same place as the annual meeting of shareholders unless some other location is designated by the Chairman of the Board or by the President. Regular meetings, without notice, may be held at such time and place as the Board of Directors may designate. The Chairman of the Board or the President may call any special meeting of the Board of Directors, and shall do so whenever requested in writing by at least one-third of the Directors. Notice of each special meeting shall be mailed to each Director at least four days before the date on which the meeting is to be held, or be telephoned or sent to each Director by fax, e-mail, telegraph, telex, TWX, cable, wireless or similar means of electronic communication, or be delivered in person, not later than the day before the date on which such meeting is to be held. The Board of Directors may meet to transact business at any time and place without notice, provided that each Director shall be present, or that any Director or Directors not present shall waive notice in writing, either before or after such meeting. The attendance of any Director at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him or her. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning, and if the period of adjournment does not exceed 10 days in any one adjournment.

SECTION 6. QUORUM. A majority of the Directors then in office shall constitute a quorum for the transaction of business, but the Director or Directors present, if less than a quorum, may adjourn any meeting from time-to-time until such quorum shall be present. All questions coming before the Board of Directors shall be determined and decided by a majority vote of the Directors present, unless the vote of a greater number is required by law, the Certificate of Incorporation or these By-Laws.

SECTION 7. ACTION WITHOUT A MEETING. The Board of Directors may act without a meeting if, prior or subsequent to such action, each Director shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

SECTION 8. COMPENSATION OF DIRECTORS. The Board of Directors may, by the affirmative vote of a majority of the Directors then in office, fix reasonable fees or compensation of the Directors for services to the Company, including attendance at meetings of the Board of Directors or committees thereof. Nothing herein contained shall be construed to preclude any Director from serving the Company in any other capacity and

receiving compensation therefor. Each Director shall be entitled to receive reimbursement for reasonable expenses incurred in the performance of his or her duties.

ARTICLE IV  
Committees

SECTION 1. HOW CONSTITUTED AND POWERS. The Board of Directors, by resolution of a majority of the Directors then in office, shall appoint from among its members Audit, Compensation and Benefits, Corporate and Scientific Affairs, Corporate Governance and Nominating, and Executive Committees, and may appoint one or more other committees. The Board of Directors shall designate one member of each committee as its chair. If the chair of a committee is unavailable to attend or participate in a committee meeting, the committee members attending or participating in the meeting shall designate one member to serve as the committee's acting chair for the meeting.

Each committee's purpose, membership, and authority and responsibilities shall be set forth in its charter established by the Board of Directors, which shall be posted on the Company's website, *www.bd.com*. To the extent provided in these By-laws, in each committee's charter, or by any resolution conferring or limiting its powers, each committee shall have and may exercise all the authority of the Board of Directors, except that no committee shall:

- (a) make, alter, or repeal any By-law of the Company;
- (b) elect, appoint or remove any Director, or elect, appoint or remove any corporate officer;
- (c) submit to shareholders any action that requires approval of shareholders;
- (d) amend or repeal any resolution adopted by the Board of Directors which by its terms is amendable or repealable only by the Board of Directors;
- (e) act on matters assigned to other committees appointed by the Board of Directors;
- (f) declare or pay any dividends or issue any additional shares of authorized and unissued capital stock; or
- (g) create, dissolve or fill any vacancy on any committee appointed by the Board of Directors.

The Board of Directors, by resolution of a majority of the Directors then in office, may fill any vacancy in any committee; appoint one or more alternate members of any committee to act in the absence or disability of members of such committees with all the powers of such absent or disabled members; or remove any Director from membership on any committee.

SECTION 2. MEETINGS AND PROCEDURES. Each committee may make its own rules of procedure and shall meet as provided by such rules or by resolution of the

Board of Directors, and shall also meet at the call of the chair of the committee, the Chairman of the Board, the President, or a majority of the members of the committee.

A majority of the members of a committee shall constitute a quorum. The affirmative vote of a majority of all of the members of a committee shall be necessary for the adoption of a resolution or to approve any matter within the scope of the authority of a committee. Minutes of the proceedings of a committee shall be recorded in a book provided for that purpose and filed with the Secretary of the Company. A committee may act without a meeting if, prior or subsequent to such action, each member shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the committee.

Action taken by a committee, with or without a meeting, shall be reported to the Board of Directors at its next regular meeting following such committee action; except that, when the meeting of the Board of Directors is held within two days after the committee action, such report, if not made at the first meeting, shall be made to the Board of Directors at its second meeting following such action.

ARTICLE V  
Officers

SECTION 1. ENUMERATION, APPOINTMENT AND REMOVAL. The corporate officers of the Company shall be a Chairman of the Board, a Chief Executive Officer, a President, a Treasurer, a Secretary, and such other corporate officers (including assistant corporate officers) as the Board of Directors may deem necessary or desirable for the transaction of the business of the Company. In its discretion, the Board of Directors may leave unfilled any office except those of the President, Treasurer, and Secretary, and should any vacancy occur among said officers by death, resignation or otherwise, the same shall be filled at the next regular meeting of the Board of Directors or at a special meeting. Any two or more offices may be held by the same person. The Board of Directors, by resolution adopted by a majority of the Directors then in office, shall designate the Chairman of the Board or the President to serve as the Chief Executive Officer of the Company.

The corporate officers shall be elected by the Board of Directors and shall hold office until the next annual meeting of the Board of Directors, subject to the power of the Board of Directors to remove any corporate officer at its pleasure by an affirmative vote of the majority of the Directors then in office.

Every corporate officer shall have such authority and perform such duties in the management of the Company as may be provided in these By-laws, or such duties consistent with these By-laws as may be assigned by the Board of Directors or the Chief Executive Officer.

The Chief Executive Officer shall have the authority to appoint persons to the position of Senior Vice President, Vice President or another Vice President designation with respect to any business unit or function within the Company. Such persons shall not be deemed to be corporate officers solely by virtue of such appointment.

SECTION 2. CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at all meetings of the Board of Directors and of the shareholders, and shall perform such other duties as these By-laws or the Board of Directors may prescribe. In the absence or disability of the Chairman of the Board or if a vacancy exists in the office of Chairman of the Board, the Board of Directors shall designate a director or officer who shall have all the powers and perform all the duties of the Chairman of the Board.

SECTION 3. CHIEF EXECUTIVE OFFICER. The Chief Executive Officer shall have general charge and supervision over and responsibility for the business and affairs of the Company. He or she shall keep the Board of Directors fully informed concerning those areas in his or her charge, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

SECTION 4. PRESIDENT. The President shall have such powers and perform such duties as may be provided by statute, these By-laws, and as may be assigned by the Board of Directors or the Chief Executive Officer.

SECTION 5. TREASURER. The Treasurer shall have the care and custody of the Company funds and securities, maintain banking relationships and execute credit and collection policies. He or she shall perform such other duties and possess such other powers as are incident to his or her office.

SECTION 6. SECRETARY. The Secretary shall attend all meetings of the Board of Directors and of the shareholders, and shall record all proceedings of such meetings in books to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and the Board of Directors. He or she shall have the custody of the seal of the Company and shall affix the same to all instruments requiring it, and attest the same. He or she shall perform such other duties and possess such other powers as are incident to his or her office.

ARTICLE VI  
Certificate of Capital Stock

SECTION 1. FORM AND TRANSFERS. The interest of each shareholder of the Company shall be evidenced by certificates for shares of capital stock, certifying the number of shares represented thereby.

Transfers of shares of the capital stock of the Company shall be made only on the books of the Company, which shall include the books of the stock transfer agent, by the registered holder thereof, or by his or her attorney authorized by power of attorney duly executed and filed with the Secretary of the Company, or a transfer agent appointed as provided in Section 4 of this Article, and on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes thereon. The person in whose name shares of capital stock stand on the books of the Company shall be deemed the owner thereof for all purposes. The Board of Directors may, from time-to-time, make such additional rules and regulations as it may deem expedient concerning the issue, transfer, and registration of certificates for shares of the capital stock of the Company. Certificates shall be signed by, or in the name of the Company by, the Chairman, the President or a



Vice President who is a corporate officer, and may be countersigned by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Company and may be sealed with the seal of the Company or a facsimile thereof. Any or all signatures upon a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such corporate officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Company with the same effect as if he were such corporate officer, transfer agent or registrar at the date of its issue.

SECTION 2. FIXING RECORD DATE. Except as provided in Article II, Section 9, for the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or an adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the shareholders entitled to receive payment of any dividend or allotment of any right, or for the purpose of any other action, the Board of Directors shall fix a date not more than 60 days nor less than 10 days before the date of any such meeting, nor more than 60 days prior to any other action, as the record date for any such determination of shareholders.

SECTION 3. LOST, STOLEN, DESTROYED OR MUTILATED CERTIFICATES. No certificate for shares of capital stock in the Company shall be issued in place of any certificate alleged to have been lost, destroyed or stolen, except on production of evidence of such loss, destruction or theft and on delivery to the Company, if the Board of Directors shall so require, of a bond of indemnity upon such terms and secured by such surety as the Board of Directors may in its discretion require. A new certificate may be issued without requiring any bond when, in the judgment of the Board of Directors, it is proper to do so.

SECTION 4. TRANSFER AGENT AND REGISTRAR. The Board of Directors may appoint one or more transfer agents and one or more registrars, and may require all certificates of capital stock to bear the signature or signatures of any of them. One corporation may serve as both transfer agent and registrar.

SECTION 5. EXAMINATION OF BOOKS BY SHAREHOLDERS. So far as it is not inconsistent with law, the Board of Directors shall have power to determine, from time-to-time, whether, to what extent, at what times and places, and under what conditions and regulations the books and records of account, minutes of the proceedings of the shareholders, the Board of Directors and any committee of the Board, and other documents of the Company, or any of them, shall be open to inspection of the shareholders.

SECTION 6. VOTING SHARES OF OTHER CORPORATIONS. Unless otherwise ordered by the Board of Directors, the Chairman of the Board and the President, or either of them, shall have full power and authority on behalf of the Company to attend and to act and to vote at any meeting of shareholders of any corporation in which the Company may hold stock, and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such stock, and which, as the owner thereof, the Company might have possessed and exercised if present. The Board of Directors, by resolution, from time-to-time, may confer like powers upon any other person or persons.

ARTICLE VII

Dividends

Dividends shall be declared and paid at such times and in such amounts as the Board of Directors may in its absolute discretion determine and designate, subject to the restrictions and limitations imposed by law.

ARTICLE VIII

Signatures

Unless otherwise required or permitted by law, by the Certificate of Incorporation, by these By-laws, or by resolution of the Board of Directors, any corporate officer may enter into and execute in the name of the Company, contracts or other instruments and filings in the ordinary course of business, or contracts or other instruments and filings not in the ordinary course of business which are authorized, either generally or specifically, by the Board of Directors, and the Secretary or an Assistant Secretary shall affix the Company seal thereto and attest the same, if required.

ARTICLE IX

Fiscal Year

The fiscal year of the Company shall begin on the 1st day of October in each year and end on the September 30th next succeeding.

ARTICLE X

Directors May Contract With Company

Any Director or corporate officer may be a party to or may be interested in any agreement or transaction of the Company by which he or she may personally benefit, with the same force and effect as if he or she were either an entire stranger to the Company or to the Board of Directors, provided the fact that he or she is so interested or may personally benefit shall be disclosed or shall have been known to the majority of the Board of Directors; and further provided that such agreement or transaction shall be approved or ratified by the affirmative vote of a majority of the Directors, or a committee thereof, not so interested or benefited.

ARTICLE XI

Indemnification

The Company shall indemnify to the full extent authorized or permitted by the New Jersey Business Corporation Act, any corporate agent (as defined in said Act), or his or her legal representative, made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is, or was, a corporate agent of the Company.

ARTICLE XII

Amendments

These By-laws may be altered, amended or repealed by the shareholders or by a majority vote of the Directors then in office. Any By-law adopted, amended or repealed by the shareholders may be amended or repealed by a majority vote of the Directors then in office unless the resolution of the shareholders adopting such By-law expressly reserves to the shareholders the right to amend or repeal it.

ARTICLE XIII

Force and Effect of By-Laws

These By-laws are subject to the provisions of the New Jersey Business Corporation Act and the Company's Certificate of Incorporation, as they may be amended from time-to-time. If any provision in these By-laws is inconsistent with a provision in that Act or the Certificate of Incorporation, the provision of that Act or the Certificate of Incorporation, as the case may be, shall govern to the extent of such inconsistency.

Contact:

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

## BD ANNOUNCES RESULTS FOR THIRD FISCAL QUARTER

- Reports earnings per share from continuing operations of \$1.38, or \$1.30 after excluding specified item
- Revises earnings guidance to high end of range previously provided for fiscal year 2009
- Reports divestiture of Home Healthcare product line

**Franklin Lakes, NJ (July 30, 2009)**— BD (Becton, Dickinson and Company) (NYSE: BDX) today reported quarterly revenues of \$1.820 billion for the third fiscal quarter ended June 30, 2009, representing a decrease of 1.6 percent from the prior-year period. Excluding the unfavorable impact from foreign currency translation, which overall is estimated to account for 7 percentage points, worldwide revenues increased 5 percent.

“We are pleased with our solid third quarter performance and, in particular, the results achieved by our Diagnostics segment and our Medical segment’s Pharmaceutical Systems and Diabetes Care units,” stated Edward J. Ludwig, Chairman and Chief Executive Officer. “In the face of a challenging global economy, we exceeded our overall expectations in the quarter and, as a result, we are revising our revenue and earnings guidance to the high end of the range previously provided for this year. We remain confident that our focus on productivity improvements and disciplined expense management, along with our ongoing investments in long-term growth opportunities, will ensure BD’s future success.”

### Analyses of Third Quarter and Nine-Month Period of Fiscal Year 2009 and 2008 Earnings

Table 1

|  | Three Months Ended June 30, |         |          | Nine Months Ended June 30, |         |          |
|--|-----------------------------|---------|----------|----------------------------|---------|----------|
|  | 2009                        | 2008    | % Growth | 2009                       | 2008    | % Growth |
| <b>Diluted EPS</b>                                     | \$ 1.39                     | \$ 1.18 | 17.8%    | \$ 3.70                    | \$ 3.34 | 10.8%    |
| Home Healthcare Divestiture                            | (0.01)                      | —       |          | (0.03)                     | (0.03)  |          |
| <b>Diluted EPS from Continuing Operations</b>          | \$ 1.38                     | \$ 1.18 | 16.9%    | \$ 3.67                    | \$ 3.31 | 10.9%    |
| <b>Specified Items:</b>                                |                             |         |          |                            |         |          |
| Litigation Charge (1)                                  | —                           | —       |          | 0.11                       | —       |          |
| Tax Adjustment (2)                                     | (0.08)                      | —       |          | (0.08)                     | —       |          |
| <b>Adjusted Diluted EPS from Continuing Operations</b> | \$ 1.30                     | \$ 1.18 | 10.2%    | \$ 3.70                    | \$ 3.31 | 11.8%    |

- (1) Represents the charge relating to the pending settlement with the direct purchaser plaintiffs (which includes BD’s distributors) in the antitrust class actions.  
(2) Represents the tax benefit relating to various tax settlements in multiple jurisdictions.

The preceding analysis (Table 1) of diluted earnings per share from continuing operations for the three-month and nine-month periods ended June 30, 2009 and 2008 identifies the specified items that affect comparability of results between periods. As illustrated, third quarter fiscal 2009 diluted earnings per share from continuing operations included a tax benefit of \$20 million (8 cents diluted earnings per share from continuing operations) relating to various tax settlements in multiple jurisdictions. Excluding the tax benefit of 8 cents, third quarter fiscal 2009 diluted earnings per share from continuing operations were \$1.30, representing an increase of 10 percent over diluted earnings per share from continuing operations of \$1.18 from the prior-year period. Reported diluted earnings per share from continuing operations for the third quarter of fiscal 2009 included a 7-cents gain from our hedging program.

For the nine-month period, diluted earnings per share from continuing operations of \$3.67 included the aforementioned tax benefit of 8 cents and the second quarter charge of 11 cents relating to a pending antitrust class action settlement. Excluding these specified items, diluted earnings per share from continuing operations for the nine-month period in fiscal year 2009 were \$3.70, representing an increase of 12 percent over diluted earnings per share from continuing operations of \$3.31 from the prior-year period. Reported diluted earnings per share from continuing operations for the nine-month period ending June 30, 2009 included a 23-cents gain from our hedging program.

#### **Home Healthcare Product Line Sold**

In July 2009, the Company sold the assets associated with its Home Healthcare product line to 3M, including product inventory, brand names and manufacturing associated with ACE<sup>®</sup>, Tensor<sup>®</sup>, Bauer & Black<sup>®</sup> and Tru-Fit<sup>®</sup> products, and thermometers. Consequently, the results of operations of the Home Healthcare product line have been classified as discontinued operations for all quarters and years referred to in this release. Included in the attached financial tables are the Company's Consolidated Income Statements for the first two quarters of fiscal year 2009 and for all periods in fiscal year 2008, which reflect this classification change. The Company expects to record a gain on the sale of about 5 cents diluted earnings per share from discontinued operations in the fourth fiscal quarter.

#### **Segment Results**

In the BD Medical segment, worldwide revenues for the quarter were \$969 million, representing a decrease of 3 percent from the prior year period. Excluding the unfavorable impact from foreign currency translation of an estimated 8 percentage points, revenues increased 5 percent in the quarter due in part to sales of insulin delivery products, as well as safety-engineered and prefillable devices. For the nine-month period ended June 30, 2009 the BD Medical segment reported a 2 percent decrease in revenue growth. On a currency neutral basis, BD Medical revenues for the nine-month period increased by 3 percent.

In the BD Diagnostics segment, worldwide revenues for the quarter were \$566 million, representing an increase of 2 percent from the prior year period. Excluding the unfavorable impact from foreign currency translation of an estimated 6 percentage points, revenues increased 8 percent in the quarter. Sales of safety-engineered devices, cancer diagnostics products and infectious disease testing systems, including flu-related products, contributed to revenue growth. For the nine-month period ended June 30, 2009 the BD Diagnostics segment reported 2.5 percent revenue growth. On a currency neutral basis, BD Diagnostics revenues for the nine-month period increased by 6.5 percent.

In the BD Biosciences segment, worldwide revenues for the quarter were \$285 million, representing a decrease of 4 percent from the prior year period. Excluding the unfavorable impact from foreign currency translation of an estimated 3 percentage points, revenues decreased 1 percent in the quarter.

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Demand in the U.S. for capital equipment in the research and clinical segments continued to be impacted by funding constraints. International revenue growth moderated in the third quarter primarily due to lessening demand for instruments in Europe and Japan. For the nine-month period ended June 30, 2009 the BD Biosciences segment reported 3 percent revenue growth. On a currency neutral basis, BD Biosciences revenues for the nine-month period increased by 4 percent.

### **Geographic Results**

Third quarter revenues in the U.S. were \$805 million, representing an increase of 3 percent from the prior year period. Revenues outside of the U.S. were \$1.015 billion, representing a decrease of 5 percent from the prior year period, and reflect an estimated 11 percentage points of unfavorable impact from foreign currency translation.

For the nine-month period ended June 30, 2009, revenues in the U.S. were \$2.365 billion, representing an increase of 2 percent from the prior year period. Revenues outside of the U.S. were \$2.898 billion, representing a decrease of 1 percent from the prior year period, and reflect an estimated 8 percentage points of unfavorable impact from foreign currency translation.

### **Fiscal 2009 Outlook for Full Year**

The Company revised its guidance for full fiscal year 2009 reported diluted earnings per share from continuing operations to approximately 11 to 12 percent over diluted earnings per share from continuing operations of \$4.42 for the full fiscal year 2008. The Company's guidance for full fiscal year 2009 includes an approximate 28-cents gain from our hedging program as discussed on our April 28, 2009 second fiscal quarter conference call.

The following analysis of estimated diluted earnings per share from continuing operations for the full fiscal year identifies specified items that affect the comparability of results between periods. As illustrated in Table 2, the Company expects that diluted earnings per share from continuing operations for the full fiscal year 2009, excluding specified items, will be approximately \$4.92 to \$4.96, representing an increase of approximately 11 to 12 percent over diluted earnings per share from continuing operations of \$4.42 for the fiscal year 2008.

**Table 2**

|  | <u>Twelve Months Ended September 30,</u> |                |                 |
|--|--|----------------|-----------------|
|  | <u>2009</u><br><u>(Estimated)</u>        | <u>2008</u>    | <u>% Growth</u> |
| <b>Diluted EPS (1)</b>                                 | <b>\$ 4.93 - \$4.97</b>                  | <b>\$ 4.46</b> | <b>10 - 11%</b> |
| Home Healthcare Divestiture                            | (0.04)                                   | (0.04)         |                 |
| <b>Diluted EPS from Continuing Operations</b>          | <b>\$ 4.89 - \$4.93</b>                  | <b>\$ 4.42</b> | <b>11 - 12%</b> |
| <b>Specified Items:</b>                                |  |                |                 |
| Litigation Charge (2)                                  | 0.11                                     | —              |                 |
| Tax Adjustment (3)                                     | (0.08)                                   | —              |                 |
| <b>Adjusted Diluted EPS from Continuing Operations</b> | <b>\$ 4.92 - \$4.96</b>                  | <b>\$ 4.42</b> | <b>11 - 12%</b> |

(1) Does not include estimated gain on sale of Home Healthcare of about 5 cents.

(2) Represents the charge relating to the pending settlement with the direct purchaser plaintiffs (which includes BD's distributors) in the antitrust class actions.

(3) Represents the tax benefit relating to various tax settlements in multiple jurisdictions.

### **Conference Call Information**

A conference call regarding BD's third fiscal quarter results, its expectations for the full fiscal year 2009 and its preliminary outlook for fiscal year 2010 will be broadcast live on BD's website, [www.bd.com/investors](http://www.bd.com/investors), along with related slides, at 10:00 a.m. (ET) Thursday, July 30, 2009. The conference call will be available for replay on BD's website, [www.bd.com/investors](http://www.bd.com/investors), or at 800-642-1687 (domestic) and 706-645-9291 (international), Conference ID: 16834521, through the close of business on Thursday, August 6, 2009.

This news release contains certain non-GAAP financial measures. A reconciliation of these and other measures to the comparable GAAP measures is included in this release and in the attached financial tables.

### **About BD**

BD is a leading global medical technology company that develops, manufactures and sells medical devices, instrument systems and reagents. The Company is dedicated to improving people's health throughout the world. BD is focused on improving drug delivery, enhancing the quality and speed of diagnosing infectious diseases and cancers, and advancing research, discovery and production of new drugs and vaccines. BD's capabilities are instrumental in combating many of the world's most pressing diseases. Founded in 1897 and headquartered in Franklin Lakes, New Jersey, BD employs approximately 28,000 people in approximately 50 countries throughout the world. The Company serves healthcare institutions, life science researchers, clinical laboratories, the pharmaceutical industry and the general public. For more information, please visit [www.bd.com](http://www.bd.com).

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*This press release, including the section entitled "Fiscal 2009 Outlook for Full Year," contains certain estimates and other forward-looking statements (as defined under Federal securities laws) regarding BD's performance, including future revenues, earnings per share and income, or events or developments that BD expects to occur or anticipates occurring in the future. All such statements are based upon current expectations of BD 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. With respect to forward-looking statements contained herein, factors that could cause actual results to vary materially from any forward-looking statement include, but are not limited to: adverse changes in regional, national or foreign economic conditions, including any impact that may result from the current global economic downturn on our ability to access credit markets and finance our operations, the demand for our products and services, or our suppliers' ability to provide products needed for our operations; changes in interest or foreign currency exchange rates, particularly in light of increased volatility in currency exchange rates; competitive factors; pricing and market share pressures; difficulties inherent in product development and delays in product introductions; increases in energy costs and their effect on, among other things, the cost of producing BD's products; fluctuations in costs and availability of raw materials and in BD's ability to maintain favorable supplier arrangements and relationships; uncertainties of litigation (as described in BD's filings with the Securities and Exchange Commission); the effects of potential pandemic diseases; changes in healthcare or other governmental regulation, including changes in government pricing and reimbursement policies or other cost containment reforms; and issuance of new or revised accounting standards, as well as other factors discussed in this press release and in BD's filings with the Securities and Exchange Commission. We do not intend to update any forward-looking statements to reflect events or circumstances after the date hereof except as required by applicable laws or regulations.*

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**Table 1**

|  | Three Months Ended June 30, |                |              | Nine Months Ended June 30, |                |              |
|--|-----------------------------|----------------|--------------|----------------------------|----------------|--------------|
|  | 2009                        | 2008           | % Growth     | 2009                       | 2008           | % Growth     |
| <b>Diluted EPS</b>                                     | <b>\$ 1.39</b>              | <b>\$ 1.18</b> | <b>17.8%</b> | <b>\$ 3.70</b>             | <b>\$ 3.34</b> | <b>10.8%</b> |
| Home Healthcare Divestiture                            | (0.01)                      | —              |              | (0.03)                     | (0.03)         |              |
| <b>Diluted EPS from Continuing Operations</b>          | <b>\$ 1.38</b>              | <b>\$ 1.18</b> | <b>16.9%</b> | <b>\$ 3.67</b>             | <b>\$ 3.31</b> | <b>10.9%</b> |
| <b>Specified Items:</b>                                |                             |                |              |                            |                |              |
| Litigation Charge (1)                                  | —                           | —              |              | 0.11                       | —              |              |
| Tax Adjustment (2)                                     | (0.08)                      | —              |              | (0.08)                     | —              |              |
| <b>Adjusted Diluted EPS from Continuing Operations</b> | <b>\$ 1.30</b>              | <b>\$ 1.18</b> | <b>10.2%</b> | <b>\$ 3.70</b>             | <b>\$ 3.31</b> | <b>11.8%</b> |

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**Table 2**

|  | Twelve Months Ended September 30, |                |               |
|--|-----------------------------------|----------------|---------------|
|  | 2009<br>(Estimated)               | 2008           | % Growth      |
| <b>Diluted EPS (1)</b>                                 | <b>\$ 4.93 - \$4.97</b>           | <b>\$ 4.46</b> | <b>10-11%</b> |
| Home Healthcare Divestiture                            | (0.04)                            | (0.04)         |               |
| <b>Diluted EPS from Continuing Operations</b>          | <b>\$ 4.89 - \$4.93</b>           | <b>\$ 4.42</b> | <b>11-12%</b> |
| <b>Specified Items:</b>                                |                                   |                |               |
| Litigation Charge (2)                                  | 0.11                              | —              |               |
| Tax Adjustment (3)                                     | (0.08)                            | —              |               |
| <b>Adjusted Diluted EPS from Continuing Operations</b> | <b>\$ 4.92 - \$4.96</b>           | <b>\$ 4.42</b> | <b>11-12%</b> |

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BECTON DICKINSON AND COMPANY  
CONSOLIDATED INCOME STATEMENTS  
(Unaudited; Amounts in thousands, except per share data)

|   | 2009        | Three Months Ended June 30,<br>2008 | % Change |
|---|-------------|-------------------------------------|----------|
| REVENUES  | \$1,820,255 | \$1,849,339                         | (1.6)    |
| Cost of products sold   | 860,063     | 905,388                             | (5.0)    |
| Selling and administrative  | 429,940     | 435,807                             | (1.3)    |
| Research and development  | 98,489      | 99,928                              | (1.4)    |
| TOTAL OPERATING COSTS AND EXPENSES  | 1,388,492   | 1,441,123                           | (3.7)    |
| OPERATING INCOME  | 431,763     | 408,216                             | 5.8      |
| Interest income   | 12,767      | 10,956                              | 16.5     |
| Interest expense  | (11,288)    | (9,017)                             | 25.2     |
| Other expense, net  | (4,247)     | (1,285)                             | NM       |
| INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES   | 428,995     | 408,870                             | 4.9      |
| Income tax provision  | 90,291      | 112,875                             | (20.0)   |
| INCOME FROM CONTINUING OPERATIONS   | 338,704     | 295,995                             | 14.4     |
| INCOME FROM DISCONTINUED OPERATIONS NET OF INCOME TAX PROVISION<br>(BENEFIT) OF \$214 AND \$(261), RESPECTIVELY | 2,323       | 1,094                               | NM       |
| NET INCOME  | \$ 341,027  | \$ 297,089                          | 14.8     |
| EARNINGS PER SHARE  |             |                                     |          |
| Basic:  |             |                                     |          |
| Income from continuing operations   | \$ 1.41     | \$ 1.21                             | 16.5     |
| Income from discontinued operations   | \$ 0.01     | \$ —                                | NM       |
| Net income (1)  | \$ 1.42     | \$ 1.22                             | 16.4     |
| Diluted:  |             |                                     |          |
| Income from continuing operations   | \$ 1.38     | \$ 1.18                             | 16.9     |
| Income from discontinued operations   | \$ 0.01     | \$ —                                | NM       |
| Net income  | \$ 1.39     | \$ 1.18                             | 17.8     |
| AVERAGE SHARES OUTSTANDING  |             |                                     |          |
| Basic   | 240,109     | 244,273                             |          |
| Diluted   | 245,696     | 251,648                             |          |

NM — Not Meaningful

(1) Total per share amounts may not add due to rounding

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL INFORMATION  
(Unaudited; Amounts in thousands, except per share data)

|  | Three Months Ended June 30, 2009 |                    |                  |
|--|----------------------------------|--------------------|------------------|
|  | As Reported                      | Tax Adjustment (1) | Excluding Item   |
| <b>Income taxes</b>                      |                                  |                    |                  |
| effective tax rate                       | 90,291<br>21.0%                  | 20,485             | 110,776<br>25.8% |
| <b>Income from continuing operations</b> | 338,704                          | (20,485)           | 318,219          |
| as a % of revenues                       | 18.6%                            |                    | 17.5%            |
| <b>Diluted earnings per share</b>        |                                  |                    |                  |
| Income from continuing operations        | \$ 1.38                          | \$ (0.08)          | \$ 1.30          |

(1) Represents the tax benefit relating to various tax settlements in multiple jurisdictions.

BECTON DICKINSON AND COMPANY  
CONSOLIDATED INCOME STATEMENTS  
(Unaudited; Amounts in thousands, except per share data)

|   | 2009        | Nine Months ended June 30,<br>2008 | % Change |
|---|-------------|------------------------------------|----------|
| REVENUES  | \$5,263,141 | \$5,262,786                        | 0.0      |
| Cost of products sold   | 2,485,687   | 2,566,465                          | (3.1)    |
| Selling and administrative  | 1,272,318   | 1,263,212                          | 0.7      |
| Research and development  | 294,391     | 287,169                            | 2.5      |
| TOTAL OPERATING COSTS AND EXPENSES  | 4,052,396   | 4,116,846                          | (1.6)    |
| OPERATING INCOME  | 1,210,745   | 1,145,940                          | 5.7      |
| Interest income   | 18,730      | 32,489                             | (42.3)   |
| Interest expense  | (26,607)    | (27,455)                           | (3.1)    |
| Other (expense) income, net   | (538)       | 252                                | NM       |
| INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES   | 1,202,330   | 1,151,226                          | 4.4      |
| Income tax provision  | 295,033     | 314,321                            | (6.1)    |
| INCOME FROM CONTINUING OPERATIONS   | 907,297     | 836,905                            | 8.4      |
| INCOME FROM DISCONTINUED OPERATIONS NET OF INCOME TAX PROVISION OF<br>\$1,681 AND \$1,364, RESPECTIVELY | 7,086       | 7,916                              | (10.5)   |
| NET INCOME  | \$ 914,383  | \$ 844,821                         | 8.2      |
| EARNINGS PER SHARE  |             |                                    |          |
| Basic:  |             |                                    |          |
| Income from continuing operations   | \$ 3.77     | \$ 3.42                            | 10.2     |
| Income from discontinued operations   | \$ 0.03     | \$ 0.03                            | —        |
| Net income (1)  | \$ 3.80     | \$ 3.46                            | 9.8      |
| Diluted:  |             |                                    |          |
| Income from continuing operations   | \$ 3.67     | \$ 3.31                            | 10.9     |
| Income from discontinued operations   | \$ 0.03     | \$ 0.03                            | —        |
| Net income  | \$ 3.70     | \$ 3.34                            | 10.8     |
| AVERAGE SHARES OUTSTANDING  |             |                                    |          |
| Basic   | 240,923     | 244,478                            |          |
| Diluted   | 247,083     | 252,944                            |          |

NM — Not Meaningful

(1) Total per share amounts may not add due to rounding

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL INFORMATION  
(Unaudited; Amounts in thousands, except per share data)

|   | Nine Months ended June 30, 2009 |                          |                       |                      |
|---|---------------------------------|--------------------------|-----------------------|----------------------|
|   | As<br>Reported                  | Litigation<br>Charge (1) | Tax<br>Adjustment (2) | Excluding<br>Items   |
| Selling and administrative<br>as a % of revenues        | \$1,272,318<br>24.2%            | \$(45,000)               | \$ —                  | \$1,227,318<br>23.3% |
| Operating Income<br>as a % of revenues                  | 1,210,745<br>23.0%              | 45,000                   | —                     | 1,255,745<br>23.9%   |
| Income taxes<br>effective tax rate                      | 295,033<br>24.5%                | 17,100                   | 20,485                | 332,618<br>26.7%     |
| Income from continuing operations<br>as a % of revenues | 907,297<br>17.2%                | 27,900                   | (20,485)              | 914,712<br>17.4%     |
| <b>Diluted earnings per share</b>                       |                                 |                          |                       |                      |
| Income from continuing operations                       | \$ 3.67                         | \$ 0.11                  | \$ (0.08)             | \$ 3.70              |

(1) Represents the charge relating to the pending settlement with the direct purchaser plaintiffs (which includes BD's distributors) in the antitrust class actions.

(2) Represents the tax benefit relating to various tax settlements in multiple jurisdictions.

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY SEGMENT AND GEOGRAPHIC AREA  
(Unaudited; Amounts in thousands)

|                       | 2009               | Three Months Ended June 30,<br>2008 | % Change     |
|-----------------------|--------------------|-------------------------------------|--------------|
| <b>BD MEDICAL</b>     |                    |                                     |              |
| United States         | \$ 397,898         | \$ 386,724                          | 2.9          |
| International         | 570,773            | 611,424                             | (6.6)        |
| <b>TOTAL</b>          | <b>\$ 968,671</b>  | <b>\$ 998,148</b>                   | <b>(3.0)</b> |
| <b>BD DIAGNOSTICS</b> |                    |                                     |              |
| United States         | \$ 299,374         | \$ 280,118                          | 6.9          |
| International         | 267,005            | 273,304                             | (2.3)        |
| <b>TOTAL</b>          | <b>\$ 566,379</b>  | <b>\$ 553,422</b>                   | <b>2.3</b>   |
| <b>BD BIOSCIENCES</b> |                    |                                     |              |
| United States         | \$ 108,136         | \$ 116,239                          | (7.0)        |
| International         | 177,069            | 181,530                             | (2.5)        |
| <b>TOTAL</b>          | <b>\$ 285,205</b>  | <b>\$ 297,769</b>                   | <b>(4.2)</b> |
| <b>TOTAL REVENUES</b> |                    |                                     |              |
| United States         | \$ 805,408         | \$ 783,081                          | 2.9          |
| International         | 1,014,847          | 1,066,258                           | (4.8)        |
| <b>TOTAL</b>          | <b>\$1,820,255</b> | <b>\$1,849,339</b>                  | <b>(1.6)</b> |

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY SEGMENT AND GEOGRAPHIC AREA  
(Unaudited; Amounts in thousands)

|                       | 2009               | Nine Months ended June 30,<br>2008 | % Change     |
|-----------------------|--------------------|------------------------------------|--------------|
| <b>BD MEDICAL</b>     |                    |                                    |              |
| United States         | \$1,167,062        | \$1,149,717                        | 1.5          |
| International         | 1,558,285          | 1,640,722                          | (5.0)        |
| <b>TOTAL</b>          | <b>\$2,725,347</b> | <b>\$2,790,439</b>                 | <b>(2.3)</b> |
| <b>BD DIAGNOSTICS</b> |                    |                                    |              |
| United States         | \$ 872,055         | \$ 840,695                         | 3.7          |
| International         | 774,156            | 766,050                            | 1.1          |
| <b>TOTAL</b>          | <b>\$1,646,211</b> | <b>\$1,606,745</b>                 | <b>2.5</b>   |
| <b>BD BIOSCIENCES</b> |                    |                                    |              |
| United States         | \$ 325,926         | \$ 333,891                         | (2.4)        |
| International         | 565,657            | 531,711                            | 6.4          |
| <b>TOTAL</b>          | <b>\$ 891,583</b>  | <b>\$ 865,602</b>                  | <b>3.0</b>   |
| <b>TOTAL REVENUES</b> |                    |                                    |              |
| United States         | \$2,365,043        | \$2,324,303                        | 1.8          |
| International         | 2,898,098          | 2,938,483                          | (1.4)        |
| <b>TOTAL</b>          | <b>\$5,263,141</b> | <b>\$5,262,786</b>                 | <b>—</b>     |

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY BUSINESS SEGMENTS AND UNITS  
Three Months Ended June 30,  
(Unaudited; Amounts in thousands)

|                            | United States    |                  | % Change     |
|----------------------------|------------------|------------------|--------------|
|                            | 2009             | 2008             |              |
| <b>BD MEDICAL</b>          |                  |                  |              |
| Medical Surgical Systems   | \$256,171        | \$243,960        | 5.0          |
| Diabetes Care              | 91,330           | 87,469           | 4.4          |
| Pharmaceutical Systems     | 43,460           | 49,125           | (11.5)       |
| Ophthalmic Systems         | 6,937            | 6,170            | 12.4         |
| <b>TOTAL</b>               | <b>\$397,898</b> | <b>\$386,724</b> | <b>2.9</b>   |
| <b>BD DIAGNOSTICS</b>      |                  |                  |              |
| Preanalytical Systems      | \$155,760        | \$144,416        | 7.9          |
| Diagnostic Systems         | 143,614          | 135,702          | 5.8          |
| <b>TOTAL</b>               | <b>\$299,374</b> | <b>\$280,118</b> | <b>6.9</b>   |
| <b>BD BIOSCIENCES</b>      |                  |                  |              |
| Cell Analysis              | \$ 70,518        | \$ 80,186        | (12.1)       |
| Discovery Labware          | 37,618           | 36,053           | 4.3          |
| <b>TOTAL</b>               | <b>\$108,136</b> | <b>\$116,239</b> | <b>(7.0)</b> |
| <b>TOTAL UNITED STATES</b> | <b>\$805,408</b> | <b>\$783,081</b> | <b>2.9</b>   |



BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY BUSINESS SEGMENTS AND UNITS  
Three Months Ended June 30, (continued)  
(Unaudited; Amounts in thousands)

|                            | International      |                    |              |            |               |
|----------------------------|--------------------|--------------------|--------------|------------|---------------|
|                            | 2009               | 2008               | Reported     | % Change   |               |
|                            |                    |                    |              | FX Neutral | FX Impact     |
| <b>BD MEDICAL</b>          |                    |                    |              |            |               |
| Medical Surgical Systems   | \$ 242,701         | \$ 272,064         | (10.8)       | 3.1        | (13.9)        |
| Diabetes Care              | 94,521             | 94,244             | 0.3          | 12.3       | (12.0)        |
| Pharmaceutical Systems     | 220,503            | 230,346            | (4.3)        | 8.3        | (12.6)        |
| Ophthalmic Systems         | 13,048             | 14,770             | (11.7)       | 0.1        | (11.8)        |
| <b>TOTAL</b>               | <b>\$ 570,773</b>  | <b>\$ 611,424</b>  | <b>(6.6)</b> | <b>6.4</b> | <b>(13.0)</b> |
| <b>BD DIAGNOSTICS</b>      |                    |                    |              |            |               |
| Preanalytical Systems      | \$ 136,427         | \$ 146,345         | (6.8)        | 6.5        | (13.3)        |
| Diagnostic Systems         | 130,578            | 126,959            | 2.9          | 13.0       | (10.1)        |
| <b>TOTAL</b>               | <b>\$ 267,005</b>  | <b>\$ 273,304</b>  | <b>(2.3)</b> | <b>9.5</b> | <b>(11.8)</b> |
| <b>BD BIOSCIENCES</b>      |                    |                    |              |            |               |
| Cell Analysis              | \$ 139,251         | \$ 141,889         | (1.9)        | 3.0        | (4.9)         |
| Discovery Labware          | 37,818             | 39,641             | (4.6)        | 0.8        | (5.4)         |
| <b>TOTAL</b>               | <b>\$ 177,069</b>  | <b>\$ 181,530</b>  | <b>(2.5)</b> | <b>2.5</b> | <b>(5.0)</b>  |
| <b>TOTAL INTERNATIONAL</b> | <b>\$1,014,847</b> | <b>\$1,066,258</b> | <b>(4.8)</b> | <b>6.5</b> | <b>(11.3)</b> |

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY BUSINESS SEGMENTS AND UNITS  
Three Months Ended June 30, (continued)  
(Unaudited; Amounts in thousands)

|                          | 2009               | 2008               | Total        |                        |              |
|--------------------------|--------------------|--------------------|--------------|------------------------|--------------|
|                          |                    |                    | Reported     | % Change<br>FX Neutral | FX Impact    |
| <b>BD MEDICAL</b>        |                    |                    |              |                        |              |
| Medical Surgical Systems | \$ 498,872         | \$ 516,024         | (3.3)        | 4.0                    | (7.3)        |
| Diabetes Care            | 185,851            | 181,713            | 2.3          | 8.5                    | (6.2)        |
| Pharmaceutical Systems   | 263,963            | 279,471            | (5.5)        | 4.8                    | (10.3)       |
| Ophthalmic Systems       | 19,985             | 20,940             | (4.6)        | 3.7                    | (8.3)        |
| <b>TOTAL</b>             | <b>\$ 968,671</b>  | <b>\$ 998,148</b>  | <b>(3.0)</b> | <b>5.1</b>             | <b>(8.1)</b> |
| <b>BD DIAGNOSTICS</b>    |                    |                    |              |                        |              |
| Preanalytical Systems    | \$ 292,187         | \$ 290,761         | 0.5          | 7.2                    | (6.7)        |
| Diagnostic Systems       | 274,192            | 262,661            | 4.4          | 9.3                    | (4.9)        |
| <b>TOTAL</b>             | <b>\$ 566,379</b>  | <b>\$ 553,422</b>  | <b>2.3</b>   | <b>8.2</b>             | <b>(5.9)</b> |
| <b>BD BIOSCIENCES</b>    |                    |                    |              |                        |              |
| Cell Analysis            | \$ 209,769         | \$ 222,075         | (5.5)        | (2.4)                  | (3.1)        |
| Discovery Labware        | 75,436             | 75,694             | (0.3)        | 2.5                    | (2.8)        |
| <b>TOTAL</b>             | <b>\$ 285,205</b>  | <b>\$ 297,769</b>  | <b>(4.2)</b> | <b>(1.2)</b>           | <b>(3.0)</b> |
| <b>TOTAL REVENUES</b>    | <b>\$1,820,255</b> | <b>\$1,849,339</b> | <b>(1.6)</b> | <b>5.0</b>             | <b>(6.6)</b> |

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY BUSINESS SEGMENTS AND UNITS  
Nine Months ended June 30,  
(Unaudited; Amounts in thousands)

|                            | United States      |                    | % Change     |
|----------------------------|--------------------|--------------------|--------------|
|                            | 2009               | 2008               |              |
| <b>BD MEDICAL</b>          |                    |                    |              |
| Medical Surgical Systems   | \$ 754,776         | \$ 729,152         | 3.5          |
| Diabetes Care              | 263,028            | 250,099            | 5.2          |
| Pharmaceutical Systems     | 129,177            | 151,882            | (14.9)       |
| Ophthalmic Systems         | 20,081             | 18,584             | 8.1          |
| <b>TOTAL</b>               | <b>\$1,167,062</b> | <b>\$1,149,717</b> | <b>1.5</b>   |
| <b>BD DIAGNOSTICS</b>      |                    |                    |              |
| Preanalytical Systems      | \$ 452,426         | \$ 428,391         | 5.6          |
| Diagnostic Systems         | 419,629            | 412,304            | 1.8          |
| <b>TOTAL</b>               | <b>\$ 872,055</b>  | <b>\$ 840,695</b>  | <b>3.7</b>   |
| <b>BD BIOSCIENCES</b>      |                    |                    |              |
| Cell Analysis              | \$ 219,668         | \$ 225,814         | (2.7)        |
| Discovery Labware          | 106,258            | 108,077            | (1.7)        |
| <b>TOTAL</b>               | <b>\$ 325,926</b>  | <b>\$ 333,891</b>  | <b>(2.4)</b> |
| <b>TOTAL UNITED STATES</b> | <b>\$2,365,043</b> | <b>\$2,324,303</b> | <b>1.8</b>   |

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY BUSINESS SEGMENTS AND UNITS  
Nine Months ended June 30, (continued)  
(Unaudited; Amounts in thousands)

|                            |                    |                    | International |                        |              |
|----------------------------|--------------------|--------------------|---------------|------------------------|--------------|
|                            | 2009               | 2008               | Reported      | % Change<br>FX Neutral | FX Impact    |
| <b>BD MEDICAL</b>          |                    |                    |               |                        |              |
| Medical Surgical Systems   | \$ 697,178         | \$ 766,401         | (9.0)         | 2.3                    | (11.3)       |
| Diabetes Care              | 271,221            | 269,215            | 0.7           | 8.8                    | (8.1)        |
| Pharmaceutical Systems     | 550,718            | 563,969            | (2.3)         | 5.6                    | (7.9)        |
| Ophthalmic Systems         | 39,168             | 41,137             | (4.8)         | 3.7                    | (8.5)        |
| <b>TOTAL</b>               | <b>\$1,558,285</b> | <b>\$1,640,722</b> | <b>(5.0)</b>  | <b>4.5</b>             | <b>(9.5)</b> |
| <b>BD DIAGNOSTICS</b>      |                    |                    |               |                        |              |
| Preanalytical Systems      | \$ 396,380         | \$ 408,031         | (2.9)         | 7.2                    | (10.1)       |
| Diagnostic Systems         | 377,776            | 358,019            | 5.5           | 12.2                   | (6.7)        |
| <b>TOTAL</b>               | <b>\$ 774,156</b>  | <b>\$ 766,050</b>  | <b>1.1</b>    | <b>9.5</b>             | <b>(8.4)</b> |
| <b>BD BIOSCIENCES</b>      |                    |                    |               |                        |              |
| Cell Analysis              | \$ 450,615         | \$ 421,095         | 7.0           | 8.1                    | (1.1)        |
| Discovery Labware          | 115,042            | 110,616            | 4.0           | 4.4                    | (0.4)        |
| <b>TOTAL</b>               | <b>\$ 565,657</b>  | <b>\$ 531,711</b>  | <b>6.4</b>    | <b>7.3</b>             | <b>(0.9)</b> |
| <b>TOTAL INTERNATIONAL</b> | <b>\$2,898,098</b> | <b>\$2,938,483</b> | <b>(1.4)</b>  | <b>6.4</b>             | <b>(7.8)</b> |

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
REVENUES BY BUSINESS SEGMENTS AND UNITS  
Nine Months ended June 30, (continued)  
(Unaudited; Amounts in thousands)

|                          | 2009               | 2008               | Total        |                        |              |
|--------------------------|--------------------|--------------------|--------------|------------------------|--------------|
|                          |                    |                    | Reported     | % Change<br>FX Neutral | FX Impact    |
| <b>BD MEDICAL</b>        |                    |                    |              |                        |              |
| Medical Surgical Systems | \$1,451,954        | \$1,495,553        | (2.9)        | 2.9                    | (5.8)        |
| Diabetes Care            | 534,249            | 519,314            | 2.9          | 7.1                    | (4.2)        |
| Pharmaceutical Systems   | 679,895            | 715,851            | (5.0)        | 1.2                    | (6.2)        |
| Ophthalmic Systems       | 59,249             | 59,721             | (0.8)        | 5.1                    | (5.9)        |
| <b>TOTAL</b>             | <b>\$2,725,347</b> | <b>\$2,790,439</b> | <b>(2.3)</b> | <b>3.3</b>             | <b>(5.6)</b> |
| <b>BD DIAGNOSTICS</b>    |                    |                    |              |                        |              |
| Preanalytical Systems    | \$ 848,806         | \$ 836,422         | 1.5          | 6.4                    | (4.9)        |
| Diagnostic Systems       | 797,405            | 770,323            | 3.5          | 6.6                    | (3.1)        |
| <b>TOTAL</b>             | <b>\$1,646,211</b> | <b>\$1,606,745</b> | <b>2.5</b>   | <b>6.5</b>             | <b>(4.0)</b> |
| <b>BD BIOSCIENCES</b>    |                    |                    |              |                        |              |
| Cell Analysis            | \$ 670,283         | \$ 646,909         | 3.6          | 4.3                    | (0.7)        |
| Discovery Labware        | 221,300            | 218,693            | 1.2          | 1.4                    | (0.2)        |
| <b>TOTAL</b>             | <b>\$ 891,583</b>  | <b>\$ 865,602</b>  | <b>3.0</b>   | <b>3.6</b>             | <b>(0.6)</b> |
| <b>TOTAL REVENUES</b>    | <b>\$5,263,141</b> | <b>\$5,262,786</b> | <b>—</b>     | <b>4.3</b>             | <b>(4.3)</b> |

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL REVENUE INFORMATION  
SAFETY REVENUES  
(Unaudited; Amounts in thousands)

|                              | Three Months Ended June 30, |                  |            |            |              |
|------------------------------|-----------------------------|------------------|------------|------------|--------------|
|                              | 2009                        | 2008             | % Change   |            |              |
|                              |                             |                  | Reported   | FX Neutral | FX Impact    |
| <b>TOTAL SAFETY REVENUES</b> |                             |                  |            |            |              |
| United States                | \$272,719                   | \$261,041        | 4.5        | 4.5        | —            |
| International                | 148,970                     | 143,495          | 3.8        | 17.9       | (14.1)       |
| <b>TOTAL</b>                 | <b>\$421,689</b>            | <b>\$404,536</b> | <b>4.2</b> | <b>9.3</b> | <b>(5.1)</b> |

|                              | Nine Months ended June 30, |                    |            |            |              |
|------------------------------|----------------------------|--------------------|------------|------------|--------------|
|                              | 2009                       | 2008               | % Change   |            |              |
|                              |                            |                    | Reported   | FX Neutral | FX Impact    |
| <b>TOTAL SAFETY REVENUES</b> |                            |                    |            |            |              |
| United States                | \$ 796,714                 | \$ 774,608         | 2.9        | 2.9        | —            |
| International                | 419,768                    | 390,797            | 7.4        | 18.7       | (11.3)       |
| <b>TOTAL</b>                 | <b>\$1,216,482</b>         | <b>\$1,165,405</b> | <b>4.4</b> | <b>8.2</b> | <b>(3.8)</b> |

BECTON DICKINSON AND COMPANY  
CONSOLIDATED INCOME STATEMENTS FISCAL 2009  
Revised for Home Health Care Discontinued Operations  
(Unaudited; Amounts in thousands, except per-share data)

|  | Quarter 1          | Quarter 2          | Quarter 2 YTD       |
|--|--------------------|--------------------|---------------------|
| <b>REVENUES</b>  | <b>\$1,717,919</b> | <b>\$1,724,967</b> | <b>\$ 3,442,886</b> |
| Cost of products sold  | 796,274            | 829,350            | 1,625,624           |
| Selling and administrative                                   | 406,019            | 436,359            | 842,378             |
| Research and development                                     | 97,314             | 98,588             | 195,902             |
| <b>TOTAL OPERATING COSTS AND EXPENSES</b>                    | <b>1,299,607</b>   | <b>1,364,297</b>   | <b>2,663,904</b>    |
| <b>OPERATING INCOME</b>                                      | <b>418,312</b>     | <b>360,670</b>     | <b>778,982</b>      |
| Interest income  | 1,651              | 4,312              | 5,963               |
| Interest expense   | (7,824)            | (7,495)            | (15,319)            |
| Other income (expense), net                                  | 9,411              | (5,701)            | 3,710               |
| <b>INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b> | <b>421,550</b>     | <b>351,786</b>     | <b>773,336</b>      |
| Income tax provision   | 112,131            | 92,612             | 204,743             |
| <b>INCOME FROM CONTINUING OPERATIONS</b>                     | <b>309,419</b>     | <b>259,174</b>     | <b>568,593</b>      |
| Income from Discontinued Operations before Income Tax        | 3,503              | 2,726              | 6,229               |
| Income tax provision   | 854                | 611                | 1,465               |
| <b>INCOME FROM DISCONTINUED OPERATIONS</b>                   | <b>2,649</b>       | <b>2,115</b>       | <b>4,764</b>        |
| <b>NET INCOME</b>  | <b>\$ 312,068</b>  | <b>\$ 261,289</b>  | <b>\$ 573,357</b>   |
| <b>EARNINGS PER SHARE</b>                                    |                    |                    |                     |
| Basic:   |                    |                    |                     |
| Income from continuing operations                            | \$ 1.28            | \$ 1.08            | \$ 2.36             |
| Income from discontinued operations                          | \$ 0.01            | \$ 0.01            | \$ 0.02             |
| Net income   | \$ 1.29            | \$ 1.09            | \$ 2.38             |
| Diluted:   |                    |                    |                     |
| Income from continuing operations                            | \$ 1.25            | \$ 1.05            | \$ 2.30             |
| Income from discontinued operations                          | \$ 0.01            | \$ 0.01            | \$ 0.02             |
| Net income   | \$ 1.26            | \$ 1.06            | \$ 2.32             |
| <b>AVERAGE SHARES OUTSTANDING</b>                            |                    |                    |                     |
| Basic  | 242,397            | 240,239            | 241,330             |
| Diluted  | 248,311            | 245,890            | 247,436             |

BECTON DICKINSON AND COMPANY  
SUPPLEMENTAL INFORMATION  
Revised for Home Health Care Discontinued Operations  
(Unaudited; Amounts in thousands, except per share data)

|   | Three Months Ended March 31, 2009 |                       |                    |
|---|-----------------------------------|-----------------------|--------------------|
|   | As Revised                        | Litigation Charge (1) | Excluding Item     |
| Selling and administrative<br>as a % of revenues        | \$436,359<br>25.3%                | \$(45,000)            | \$391,359<br>22.7% |
| Operating Income<br>as a % of revenues                  | 360,670<br>20.9%                  | 45,000                | 405,670<br>23.5%   |
| Income taxes<br>effective tax rate                      | 92,612<br>26.3%                   | 17,100                | 109,712<br>27.7%   |
| Income from continuing operations<br>as a % of revenues | 259,174<br>15.0%                  | 27,900                | 287,074<br>16.6%   |
| Diluted earnings per share                              |                                   |                       |                    |
| Income from continuing operations (2)                   | \$ 1.05                           | \$ 0.11               | \$ 1.17            |

(1) Represents the charge relating to the pending settlement with the direct purchaser plaintiffs (which includes BD's distributors) in the antitrust class actions.

(2) Total per share amounts may not add due to rounding.

|   | Six Months Ended March 31, 2009 |                       |                    |
|---|---------------------------------|-----------------------|--------------------|
|   | As Revised                      | Litigation Charge (1) | Excluding Item     |
| Selling and administrative<br>as a % of revenues        | \$842,378<br>24.5%              | \$(45,000)            | \$797,378<br>23.2% |
| Operating Income<br>as a % of revenues                  | 778,982<br>22.6%                | 45,000                | 823,982<br>23.9%   |
| Income taxes<br>effective tax rate                      | 204,743<br>26.5%                | 17,100                | 221,843<br>27.1%   |
| Income from continuing operations<br>as a % of revenues | 568,593<br>16.5%                | 27,900                | 596,493<br>17.3%   |
| Diluted earnings per share                              |                                 |                       |                    |
| Income from continuing operations                       | \$ 2.30                         | \$ 0.11               | \$ 2.41            |

(1) Represents the charge relating to the pending settlement with the direct purchaser plaintiffs (which includes BD's distributors) in the antitrust class actions.



BECTON DICKINSON AND COMPANY  
CONSOLIDATED INCOME STATEMENTS FISCAL 2008  
Revised for Home Health Care Discontinued Operations  
(Unaudited; Amounts in thousands, except per-share data)

|  | Quarter 1         | Quarter 2         | Quarter 3         | Quarter 4         | Year               |
|--|-------------------|-------------------|-------------------|-------------------|--------------------|
| <b>REVENUES</b>  | \$1,687,077       | \$1,726,370       | \$1,849,339       | \$1,812,156       | \$7,074,942        |
| Cost of products sold  | 820,005           | 841,073           | 905,388           | 880,372           | 3,446,838          |
| Selling and administrative                                       | 417,197           | 410,207           | 435,807           | 432,399           | 1,695,610          |
| Research and development   | 91,374            | 95,866            | 99,928            | 108,463           | 395,631            |
| <b>TOTAL OPERATING COSTS AND EXPENSES</b>                        | <b>1,328,576</b>  | <b>1,347,146</b>  | <b>1,441,123</b>  | <b>1,421,234</b>  | <b>5,538,079</b>   |
| <b>OPERATING INCOME</b>  | <b>358,501</b>    | <b>379,224</b>    | <b>408,216</b>    | <b>390,922</b>    | <b>1,536,863</b>   |
| Interest income  | 13,528            | 8,005             | 10,956            | 6,879             | 39,368             |
| Interest expense   | (10,339)          | (8,098)           | (9,017)           | (8,889)           | (36,343)           |
| Other income (expense), net                                      | 707               | 828               | (1,285)           | (1,734)           | (1,484)            |
| <b>INCOME FROM CONTINUING OPERATIONS<br/>BEFORE INCOME TAXES</b> | <b>362,397</b>    | <b>379,959</b>    | <b>408,870</b>    | <b>387,178</b>    | <b>1,538,404</b>   |
| Income tax provision   | 95,028            | 106,418           | 112,875           | 108,216           | 422,537            |
| <b>INCOME FROM CONTINUING OPERATIONS</b>                         | <b>267,369</b>    | <b>273,541</b>    | <b>295,995</b>    | <b>278,962</b>    | <b>1,115,867</b>   |
| Income from Discontinued Operations before Income Tax            | 5,213             | 3,234             | 833               | 4,434             | 13,714             |
| Income tax provision (benefit)                                   | 1,034             | 590               | (261)             | 1,222             | 2,585              |
| <b>INCOME FROM DISCONTINUED OPERATIONS</b>                       | <b>4,179</b>      | <b>2,644</b>      | <b>1,094</b>      | <b>3,212</b>      | <b>11,129</b>      |
| <b>NET INCOME</b>  | <b>\$ 271,548</b> | <b>\$ 276,185</b> | <b>\$ 297,089</b> | <b>\$ 282,174</b> | <b>\$1,126,996</b> |
| <b>EARNINGS PER SHARE</b>  |                   |                   |                   |                   |                    |
| Basic: (1)   |                   |                   |                   |                   |                    |
| Income from continuing operations                                | \$ 1.09           | \$ 1.12           | \$ 1.21           | \$ 1.14           | \$ 4.57            |
| Income from discontinued operations                              | \$ 0.02           | \$ 0.01           | \$ —              | \$ 0.01           | \$ 0.05            |
| Net income   | \$ 1.11           | \$ 1.13           | \$ 1.22           | \$ 1.16           | \$ 4.61            |
| Diluted: (1)   |                   |                   |                   |                   |                    |
| Income from continuing operations                                | \$ 1.06           | \$ 1.08           | \$ 1.18           | \$ 1.11           | \$ 4.42            |
| Income from discontinued operations                              | \$ 0.02           | \$ 0.01           | \$ —              | \$ 0.01           | \$ 0.04            |
| Net income   | \$ 1.07           | \$ 1.09           | \$ 1.18           | \$ 1.12           | \$ 4.46            |
| <b>AVERAGE SHARES OUTSTANDING</b>                                |                   |                   |                   |                   |                    |
| Basic  | 244,292           | 244,869           | 244,273           | 243,863           | 244,323            |
| Diluted  | 253,116           | 252,788           | 251,648           | 251,197           | 252,681            |

(1) Total per share amounts may not add due to rounding.