

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BECTON, DICKINSON AND COMPANY

(Exact name of registrant as specified in its charter)

New Jersey 22-076120
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

1 Becton Drive, Franklin Lakes, New Jersey 07417-1880
(Address of Principal Executive Offices) (Zip Code)

1994 RESTRICTED STOCK PLAN FOR NON-EMPLOYEE DIRECTORS

(Full title of the plan)

Raymond P. Ohlmuller

Vice President and Secretary

1 Becton Drive, Franklin Lakes, New Jersey 07417-1880

(Name and address of agent for service)

(201) 847-7101

(Telephone number, including area code,
of agent for service)

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
<S> Common Stock, par value \$1.00 per share	<C> 75,000 shares	<C> \$37.19	<C> \$2,789,250*	<C> \$961.82

*Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933. Based upon a price of \$37.19 per share which represents the average of the high and low prices on the New York Stock Exchange (Composite Transactions) on April 25, 1994.

PART I.

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS*

Item 1. Plan Information.

Item 2. Registrant Information and Employee Plan Annual Information.

* Information required by Part I of Form S-8 to be contained in a prospectus meeting the requirements of Section 10(a) of the Securities Act of 1933 (the "Securities Act") is omitted from this registration statement in accordance with the Note to the instructions for Part I of Form S-8.

I-1

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission by Becton, Dickinson and Company (the "Company") are incorporated herein by reference and made a part hereof:

- . The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1993;
- . All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") since September 30, 1993; and
- . The description of the Common Stock, par value \$1.00 per share, contained in a registration statement filed by the Company under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to the Company's 1994 Restricted Stock Plan for Non-Employee Directors (the "Plan") have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and shall be a part hereof from the date of the filing of such documents.

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Legal matters in connection with the legality of the Common Stock being registered hereby were passed upon for the Company by John W. Galiardo, Vice President and General Counsel of the Company. As of March 31, 1994, Mr. Galiardo owned 40,046 shares of the Company's Common Stock, had options to acquire 160,600 shares and was entitled to receive 9,702 shares under the Company's Stock Award Plan. In addition, Mr. Galiardo

II-1

has a vested interest, as of March 31, 1994, under the Company's Savings Incentive Plan in 4,187 shares of the Company's Common Stock and in 297 shares of the Company's Series B ESOP Convertible Preferred Stock.

Item 6. Indemnification of Directors and Officers.

Article XI of the bylaws of the Company provides as follows:

"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 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 is or was a corporate agent of this Company."

The New Jersey Business Corporation Act permits or requires indemnification of officers and directors in the event that certain statutory standards of conduct are met. Consistent with that statute, the Company has entered into indemnification agreements with its directors and officers whereby the Company has agreed to indemnify them and advance them their defense, investigation, witness and/or participation fees and expenses except in circumstances whereby a request for indemnification (a) is on account of an illegal remuneration to the indemnitee, (b) is for an accounting of the indemnitee's profits from the purchase or sale of the Company's securities pursuant to Section 16(b) of the Exchange Act or any amendments thereto or similar provisions of any federal, state or local statutory law, (c) is based upon acts or omissions of the indemnitee which were in breach of the indemnitee's duty of loyalty to the Company or its shareholders, were not in good faith or involved a knowing violation of law, or resulted in an improper personal benefit to the indemnitee, or (d) is unlawful.

The Company maintains policies of insurance under which the respective directors and officers (as defined therein) of the Company are insured subject to specified exclusions and deductible and maximum amounts against loss arising from any civil claim or claims which may be made against any director or officer

(as so defined) of the Company by reason of any breach of duty, neglect, error, misstatement, misleading statement, omission or act done or alleged to have been done while acting in their respective capacities.

Item 7. Exemption From Registration Claimed.

Not Applicable.

II-2

Item 8. Exhibits.

- 4 Copy of the Company's 1994 Restricted Stock Plan for Non-Employee Directors (incorporated by reference to Exhibit A to the registrant's Proxy Statement dated January 5, 1994).
- 5 Opinion of John W. Galiardo, Vice President and General Counsel of the Company.
- 23(a) Consent of Independent Auditors.
- 23(b) Consent of John W. Galiardo (included in his opinion filed herewith as Exhibit 5).

Item 9. Undertakings.

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

II-3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Franklin Lakes, State of New Jersey, on the 29th day of April, 1994.

BECTON, DICKINSON AND COMPANY

By: /s/ Raymond P. Ohlmuller

Raymond P. Ohlmuller
Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 29th day of April, 1994.

Signature -----	Title -----
/s/Harry N. Beaty, M.D. ----- Harry N. Beaty, M.D.	Director
/s/Henry P. Becton, Jr. ----- Henry P. Becton, Jr.	Director
/s/Gerald M. Edelman, M.D. ----- Gerald M. Edelman, M.D.	Director
/s/Edmund B. Fitzgerald ----- Edmund B. Fitzgerald	Director
/s/Raymond V. Gilmartin ----- Raymond V. Gilmartin	Director, Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
/s/Richard W. Hanselman ----- Richard W. Hanselman	Director
/s/Thomas A. Holmes ----- Thomas A. Holmes	Director

II-4

Signature -----	Title -----
/s/Frank A. Olson ----- Frank A. Olson	Director
/s/Gloria M. Shatto ----- Gloria M. Shatto	Director
/s/Raymond S. Troubh ----- Raymond S. Troubh	Director
/s/Robert A. Reynolds ----- Robert A. Reynolds	Vice President - Finance and Controller (Principal Financial and Accounting Officer)

II-5

EXHIBIT INDEX

Exhibit Number -----	Description of Exhibit -----
4	Copy of the registrant's 1994 Restricted Stock Plan for Non-Employee Directors (incorporated by reference to Exhibit A to the

registrant's Proxy Statement dated
January 5, 1994)

- 5 Opinion of John W. Galiardo,
Vice President and General
Counsel of the registrant
- 23(a) Consent of Independent Auditors
- 23(b) Consent of John W. Galiardo
(included in his opinion filed
herewith as Exhibit 5)

(201) 848-7301

April 29, 1994

Becton, Dickinson and Company
1 Becton Drive
Franklin Lakes, New Jersey 07417-1880

Re: Becton, Dickinson and Company
1994 Restricted Stock Plan for
Non-Employee Directors
Form S-8 Registration Statement
Under the Securities Act of 1933

Gentlemen:

As Vice President and General Counsel of Becton, Dickinson and Company (the "Company"), I am familiar with all corporate action taken by the Company with respect to the adoption of the Company's 1994 Restricted Stock Plan for Non-Employee Directors (the "Plan"), and the authorization for the issuance under the Plan of a total of an additional 75,000 shares of the Common Stock, \$1.00 par value, of the Company.

On the basis of the foregoing, it is my opinion that the Company has taken all necessary and appropriate corporate action in connection with the adoption of the Plan and the authorization for issuance of the shares thereunder, and that the shares when issued and sold in the manner referred to in the Plan, will constitute legally issued, fully paid and non-assessable shares of Common Stock of the Company.

I consent to the filing of this opinion as Exhibit 5 to the above-captioned Registration Statement and to the reference to me under the caption "Interests of Named Experts and Counsel" in the Registration Statement.

Very truly yours,

/s/ John W. Galiardo

John W. Galiardo
Vice President and
General Counsel

JWG/kjp

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement and related Prospectus pertaining to the Becton, Dickinson and Company 1994 Restricted Stock Plan for Non-Employee Directors of our report dated November 9, 1993, with respect to the consolidated financial statements and schedules of Becton, Dickinson and Company included in its Annual Report (Form 10-K) for the year ended September 30, 1993, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG

ERNST & YOUNG

Hackensack, New Jersey
April 29, 1994