

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)

Becton, Dickinson and Company Global Share Investment Program  
(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> 250,000 shares	<C> \$65.13	<C> \$16,282,500*	<C> \$5,614.66

\*Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933. Based upon a price of \$65.13 per share which represents the average of the high and low prices on the New York Stock Exchange (Composite Transactions) on November 7, 1995.

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.

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PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.  
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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, 1994;
- . 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, 1994; 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 Becton, Dickinson and Company Global Share Investment Program (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.  
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Not applicable.

Item 5. Interests of Named Experts and Counsel.  
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Not applicable.

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Item 6. Indemnification of Directors and Officers.  
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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.  
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Not applicable.

Item 8. Exhibits.  
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4(a) Restated Certificate of Incorporation, as amended January 22, 1990.

4(b) By-Laws, as amended May 30, 1989.

23 Consent of Independent Auditors.

Item 9. Undertakings.  
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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.

SIGNATURES  
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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 9th day of November, 1995.

BECTON, DICKINSON AND COMPANY

By: /s/Raymond P. Ohlmuller  
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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 9th day of November, 1995.

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/Clateo Castellini -----	Director, Chairman of the Board, President and

Clateo Castellini

Chief Executive Officer  
(Principal Executive Officer)

/s/Gerald M. Edelman, M.D.

Director

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Gerald M. Edelman, M.D.

/s/Edmund B. Fitzgerald

Director

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Edmund B. Fitzgerald

/s/John W. Galiardo

Director, Vice Chairman of  
the Board and General Counsel

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John W. Galiardo

/s/Richard W. Hanselman

Director

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Richard W. Hanselman

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Signature

Title

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/s/Edward J. Ludwig

Senior Vice President-  
Finance and Chief Financial  
Officer  
(Principal Financial and Accounting  
Officer)

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Edward J. Ludwig

/s/Frank A. Olson

Director

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Frank A. Olson

/s/James E. Perrella

Director

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James E. Perrella

/s/Gloria M. Shatto

Director

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Gloria M. Shatto

/s/Raymond S. Trough

Director

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Raymond S. Trough

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EXHIBIT INDEX

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Exhibit Number	Description of Exhibit	Method of Filing
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4(a)	Restated Certificate of Incorporation, as amended January 22, 1990	Incorporated by reference to Exhibit 3(a) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1990
4(b)	By-Laws, as amended May 30, 1989	Incorporated by reference to Exhibit 3(b) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1989
23	Consent of Independent Auditors	Filed with this registration statement



CONSENT OF INDEPENDENT AUDITORS  
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We consent to the incorporation by reference in this Registration Statement and related Prospectus pertaining to the Becton, Dickinson and Company Global Share Investment Program of our report dated November 8, 1994, 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, 1994, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP  
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ERNST & YOUNG LLP

Hackensack, New Jersey  
November 7, 1995