SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K/A

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 21, 1998

BECTON, DICKINSON AND COMPANY							
(Exact name of regist	rant as specified	in its charter)					
New Jersey	001-4802	22-0760120					
(State or other juris- diction of incorporation)		(IRS Employer Iden- tification Number)					
1 Becton Drive, Franklin Lakes	, New Jersey	07417-1880					
(Address of principal executi	ve offices)	(Zip Code)					
Registrant's telephone number, in	cluding area code	(201) 847-6800					
	N/A						

(Former name or former addresses if changed since last report.)

Item 5. OTHER EVENTS

On July 21, 1998, the Registrant announced in a press release its results for fiscal third quarter ended June 30, 1998, which included, among other things, the previously announced effects of restructuring, one-time and other charges. Attached hereto as Exhibit 99, which is incorporated herein by reference, is a copy of such press release.

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/ Bridget M. Healy Bridget M. Healy Vice President and Secretary

Date: July 29, 1998

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INDEX TO EXHIBITS

Exhibit Number

Description of Exhibits

Press Release issued on July 21, 1998

BECTON DICKINSON REPORTS THIRD QUARTER RESULTS; RECORD REVENUES INCREASE 18 PERCENT; CHARGES REDUCE NET INCOME BY \$106 MILLION

FRANKLIN LAKES, NJ (JULY 21, 1998) -- Becton Dickinson and Company (NYSE:BDX) announced today results for its fiscal third quarter ended June 30, 1998, which included the previously announced effects of restructuring, one-time and other charges. Excluding the charges, diluted earnings per share were \$.73, a 35 percent increase from last year's \$.54, which included an \$.11 per share charge for acquired in-process research and development. Last year's earnings per share, excluding the charge, were \$.65. Foreign currency translation reduced reported revenues and earnings per share for this year's third quarter by an estimated \$17 million and \$.02, respectively.

Revenues for the quarter were \$834 million, an 18 percent increase from last year's \$707 million, as virtually all of the company's worldwide businesses reported increases of better than ten percent. The company noted that the results for the quarter include, for the first time, revenues of the medical device business of The BOC Group, which the company acquired early in the quarter. This acquisition added approximately \$40 million to the quarter's revenues.

CHARGES REDUCE REPORTED E.P.S.

The company announced in May that results for the quarter would include charges to restructure certain manufacturing operations and to adjust asset valuations related to some earlier acquisitions, as it prepared to introduce its new DNA probe technology. It had also said in May that certain costs associated with its acquisition in April of The BOC Group's medical device business and costs associated with its company-wide program to upgrade its business systems would be included in the quarter's results. These charges totaled \$117 million pre-tax for the quarter. Also included in this quarter's results was a one-time charge for in-process research and development of approximately \$30 million in connection with its acquisition of The BOC Group's medical device business. The net income effect of all of these charges was \$106 million, resulting in a net loss of \$10 million or \$.09 a share.

The company also announced in May that its fourth fiscal quarter would include charges that it now estimates will approximate \$25 million pre-tax associated with the company-wide business systems upgrade and the integration of the medical device business acquired from The BOC Group.

Clateo Castellini, chairman, president and chief executive officer, said, "We are pleased with our results for the quarter and first nine months of our fiscal year. Our accelerated revenue growth for the quarter is noteworthy because, as we have said previously, it is a major focus of the company. Revenues are showing the positive effects of our efforts to increase our relevance to health care providers, and the initiatives we have taken this quarter add to our confidence in reporting good performance for future years."

SEGMENT AND GEOGRAPHIC REVENUES

By business segment, medical supplies and devices revenues for the quarter increased to \$474 million, including the acquisition, a 24 percent increase from last year's \$384 million. All of the company's worldwide medical businesses reported double-digit revenue growth, with particularly strong performance in parts of its consumer health care and infusion therapy businesses.

Diagnostic systems revenues were \$359 million for the quarter, an increase of 11 percent over last year's \$323 million. Especially strong results were reported for the company's sample collection and flow cytometry businesses.

Foreign currency translation reduced reported diagnostic systems revenues by an estimated three percentage points and medical supplies and devices revenues by an estimated two percentage points.

On a geographic basis, revenues in the United States were \$442 million for the quarter, a 17 percent increase from last year's \$377 million. Revenues from non-U.S. markets were \$392 million compared with \$329 million a year ago, or an increase of 19 percent. Foreign currency translation reduced non-U.S. revenues by an estimated \$17 million, or 5 percentage points.

NINE MONTHS RESULTS

For the nine months ended June 30, 1998, revenues increased 10 percent to \$2.274 billion, compared with \$2.062 billion last year, while diluted earnings per share were \$1.12, including \$.81 for the restructuring, one-time and other charges and the in-process research and development charges. Net income for the nine months was \$147 million, including \$106 million for the charges.

The company said that foreign currency translation for the nine months

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This press release may contain certain forward looking statements (as defined under Federal securities laws) regarding the company's performance, including future revenues, products and income, which are based upon current expectations of the company and involve a number of business risks and uncertainties. Actual results could vary materially from anticipated results described in any forward looking statement. Factors that could cause actual results to vary materially include, but are not limited to, competitive factors, changes in regional, national or foreign economic conditions, changes in interest or foreign currency exchange rates, delays in product introductions, and changes in health care or other governmental regulation, as well as other factors discussed herein and in the company's filings with the Securities and Exchange Commission.

Becton Dickinson and Company Selected Financial Schedules Thousands of dollars, except per share amounts

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INCOME STATEMENTS

INCOME STATEMENTS	Three Months Ended June 30,				Nine Months Ended June 30,					
		1998		1997	% Change		1998		1997	% Change
<s> REVENUES</s>	<c< td=""><td>C></td><td><c< td=""><td>></td><td><c> 18.0</c></td><td><c< td=""><td></td><td><c></c></td><td></td><td><c></c></td></c<></td></c<></td></c<>	C>	<c< td=""><td>></td><td><c> 18.0</c></td><td><c< td=""><td></td><td><c></c></td><td></td><td><c></c></td></c<></td></c<>	>	<c> 18.0</c>	<c< td=""><td></td><td><c></c></td><td></td><td><c></c></td></c<>		<c></c>		<c></c>
Cost of products sold Selling and administrative Research and development Special charges		80,859		191,106 57,551			1,137,890 619,575 169,285 90,945		563,090	10.0
Total Operating Costs		825,229		601,402	37.2		2,017,695			15.4
Operating Income		8,332			(92.1)		255,939			(18.3)
Interest expense, net Other (expense) income, net		(1,815)		3,779			(39,194) (7,112)			
Income (Loss) Before Income Ta					(111.1)		209,633		297,080	(29.4)
Income tax provision (benefit)		(1,024)		28,652	(103.6)		62,962		86,153	(26.9)
Net Income (Loss)	\$	(9,985)		70,148	· ,		146,671			. ,
Earnings (Loss) Per Share										
Basic	\$	(.09)	\$.57	(115.8)	\$	1.18	\$	1.70	(30.6)
Diluted	\$	(.09)	\$		(116.7)		1.12		- • • -	(,
Average Shares Outstanding										
Basic		123,302		122,206			122 , 527		122,724	
Diluted		123,302		129,847			130,342		129,940	

NM - Not Meaningful

SIMMARY OF REVENUES

	Three Months Ended June 30,				ne 30,	Nine Months Ended June 30,			
		1998		1997	% Change	1998	1997	% Change	
Business Segment Medical Supplies and Devices Diagnostic Systems	\$	474,351 359,210	\$	383,800 322,739	23.6 11.3	\$ 1,230,601 1,043,033	\$ 1,107,820 953,725	11.1 9.4	
Total	\$	833,561	\$	706,539	18.0	\$ 2,273,634	\$ 2,061,545	10.3	
Geographic Area United States International	Ş	441,662 391,899	Ş	377,235 329,304	17.1 19.0	\$ 1,232,409 1,041,225	\$ 1,069,608 991,937	15.2 5.0	
Total	\$	833,561	\$	706,539	18.0	\$ 2,273,634	\$ 2,061,545	- 10.3	

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