| 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) April 21, 1999 |
| BECTON, DICKINSON AND COMPANY |
| (Exact name of registrant as specified in its charter) |
| New Jersey 001-4802 22-0760120 |
| (State or other juris- (Commission (IRS Employer Iden- <br> diction of incorporation) File Number) tification Number) |
| 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880 |
| (Address of principal executive offices) (Zip Code) |
| Registrant's telephone number, including area code (201) 847-6800 |
| N/A |

Item 5. OTHER EVENTS
------------

On April 21, 1999, the Registrant announced in a press release its results for the second quarter ended March 31, 1999. 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
IS/ Briaget M. Healy

Bridget M. Healy
Vice President and Secretary

Date: April 21, 1999

- 2 -

INDEX TO EXHIBITS
-----------------
Exhibit
Number
------
Description of Exhibits

99
Press Release issued on April 21, 1999

## BECTON DICKINSON REPORTS 18 PERCENT REVENUE INCREASE FOR FISCAL SECOND QUARTER

Franklin Lakes, NJ (April 21, 1999) - Becton Dickinson and Company (NYSE:BDX) announced today results for its fiscal second quarter, which ended March 31, 1999. Diluted earnings per share were $\$ .34$ including a $\$ .06$ per share charge for in-process research and development related to the company's recent acquisition of Biometric Imaging, Inc. Excluding the one-time charge, earnings per share were $\$ .40$, an increase of 14 percent over last year's $\$ .35$.

Reported revenues for the quarter increased by 18 percent from the second quarter of fiscal 1998 to $\$ 874$ million. Recent acquisitions contributed to this growth. Excluding the estimated impact of foreign currency translation, revenue growth would have been approximately 17 percent.

By business segment, medical supplies and devices revenues grew 26 percent to $\$ 484$ million compared with $\$ 384$ million in last year's second quarter. These revenues reflected strong growth from the company's infusion therapy business, which included $\$ 45$ million from the April 1998 acquisition of the medical device business (MDD) of the BOC Group. This segment's performance also reflects significant growth in diabetes health care revenues primarily due to unusually low revenues in the prior year's second quarter after a January 1998 price increase.

Diagnostic systems revenues increased to $\$ 390$ million, a 10 percent increase over $\$ 355$ million in last year's second quarter. Included in these results were strong performances from the flow cytometry, sample collection and tissue culture businesses.

By geographic area, revenues in the United States were $\$ 438$ million, a 9 percent increase over the prior year. Revenues outside the United States were $\$ 436$ million, a 30 percent increase over last year's $\$ 336$ million. The MDD acquisition contributed to the strong revenue growth outside the United States.
Six-Month Results
-----------------

For the six-month period ended March 31, 1999, revenues were $\$ 1.643$ billion, a 14 percent increase over $\$ 1.440$ billion a year ago. As previously noted, recent acquisitions contributed to revenue growth. Favorable foreign currency translation added an estimated $\$ 8$ million in revenues for the six-month period. Diluted earnings per share were $\$ .63$ including the in-process research and development charge of $\$ .06$. Medical supplies and devices revenues for the six-month period were $\$ 909$ million, while revenues from diagnostic systems totaled $\$ 734$ million.

Clateo Castellini, chairman, president and chief executive officer, said, "We are pleased that we are seeing the results from our focus on revenue growth, and we expect this to continue in the second half of the year."

*     *         * 

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, or events or developments that the company expects to occur or anticipates occurring in the future. All such statements 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 from any

2
forward-looking statement 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, Year 2000 issues, 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
Amounts in thousands, except per-share data


| AVERAGE SHARES OUTSTANDING |  |  |  |
| :---: | :---: | :---: | :---: |
|  | Basic | 249,276 | 244,952 |
|  | Diluted | 264,814 | 260,678 |

NM - Not Meaningful

|  |  | Three Months Ended March 31, |
| :---: | :---: | :---: |
| SUMMARY OF REVENUES | 1999 | 1998 \% Change |

BY BUSINESS SEGMENT

| Medical Supplies and Devices | \$483,779 | \$383,685 | 26.1 |
| :---: | :---: | :---: | :---: |
| Diagnostic Systems | 390,185 | 354,748 | 10.0 |
| TOTAL REVENUES | \$873,964 | \$738,433 | 18.4 |

BY GEOGRAPHIC AREA

| United States | \$438,118 | \$402,162 | 8.9 |
| :---: | :---: | :---: | :---: |
| International | 435,846 | 336,271 | 29.6 |
| TOTAL REVENUES | \$873,964 | \$738,433 | 18.4 |

BECTON DICKINSON AND COMPANY
SELECTED FINANCIAL SCHEDULES
Amounts in thousands, except per-share data


| Cost of products sold | 814,970 | 718,883 | 13.4 |
| :---: | :---: | :---: | :---: |
| Selling and administrative | 456,120 | 385,157 | 18.4 |
| Research and development | 116,561 | 88,426 | 31.8 |
| TOTAL OPERATING COSTS AND EXPENSES | 1,387,651 | 1,192,466 | 16.4 |
| OPERATING INCOME | 255,279 | 247,607 | 3.1 |
| Interest expense, net | $(36,629)$ | $(21,668)$ | 69.0 |
| Other income (expense), net | 2,485 | $(5,297)$ | NM |
| INCOME BEFORE |  |  |  |
| INCOME TAXES | 221,135 | 220,642 | 0.2 |
| Income tax provision | 54,863 | 63,986 | (14.3) |
| NET INCOME | \$ 166,272 | \$ 156,656 | 6.1 |

EARNINGS PER SHARE

| Basic | \$ | 0.66 | \$ | 0.63 | 4.8 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Diluted | \$ | 0.63 | \$ | 0.60 | 5.0 |

AVERAGE SHARES OUTSTANDING

| Basic | 248,793 | 244,282 |
| :--- | :--- | :--- |
| Diluted | 265,314 | 259,160 |

NM - Not Meaningful

|  | Six Months Ended March 31, |
| :--- | :--- |
| SUMMARY OF REVENUES | 1999 |

BY BUSINESS SEGMENT

| Medical Supplies and Devices Diagnostic Systems | \$ | $\begin{aligned} & 908,944 \\ & 733,986 \end{aligned}$ | \$ | $\begin{aligned} & 756,250 \\ & 683,823 \end{aligned}$ | $\begin{array}{r} 20.2 \\ 7.3 \end{array}$ |
| :---: | :---: | :---: | :---: | :---: | :---: |
| TOTAL REVENUES | \$1,642,930 |  | \$1,440,073 |  | 14.1 |
| BY GEOGRAPHIC AREA |  |  |  |  |  |
| United States | \$ | 817,351 | \$ | 790,747 | $\begin{array}{r} 3.4 \\ 27.1 \end{array}$ |
| International |  | 825,579 |  | 649,326 |  |
| TOTAL REVENUES | \$1,642,930 |  | \$1,440,073 |  | 14.1 |

