

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

FORM 15

OMB Number: 3235-0167
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CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION
OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 1-4802

BECTON, DICKINSON AND COMPANY

(Exact name of registrant as specified in its charter)

One Becton Drive, Franklin Lakes, New Jersey 07417-1880 (201) 847-6800

(Address, including zip code, and telephone number, including area code
of registrant's principal executive offices)

Preferred Stock Purchase Rights (issued pursuant to a Rights Agreement
dated as of April 11, 1986)

(Title of each class of securities covered by this Form)

Common Stock, \$1.00 par value

(Titles of all other classes of securities for which a duty to file
reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or
notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934
Becton, Dickinson and Company has caused this certification/notice to be
signed on its behalf by the undersigned duly authorized person.

Date: April 22, 1996

By: /s/ Raymond P. Ohlmuller
Name: Raymond P. Ohlmuller
Title: Vice President and Secretary

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of
the General Rules and Regulations under the Securities Exchange Act of
1934. The registrant shall file with the Commission three copies of
Form 15, one of which shall be manually signed. It may be signed by
an officer of the registrant, by counsel or by any other duly authorized
person. The name and title of the person signing the form shall be
typed or printed under the signature.