
**UNITED STATES
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 the earliest event reported): July 31, 2015

BECTON, DICKINSON AND COMPANY
(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

001-4802
(Commission
File Number)

22-0760120
(IRS Employer
Identification No.)

1 Becton Drive
Franklin Lakes, New Jersey 07417-1880
(Address of principal executive offices)(Zip Code)

(201) 847-6800
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

Becton, Dickinson and Company (“BD”) is registering 64,416 shares (the “Shares”) of its common stock, par value \$1.00 per share, under BD’s registration statement on Form S-3 (File No. 333-206020) (the “Registration Statement”), filed with the Securities and Exchange Commission (“SEC”) on July 31, 2015, as supplemented by a prospectus supplement, dated as of July 31, 2015, filed with the SEC on July 31, 2015. The Shares were previously registered under BD’s registration statement on Form S-3 (File No. 333-183059) which was set to expire on August 3, 2015 and was deemed terminated upon filing of the Registration Statement. The Shares are issuable to certain former employees of CareFusion Corporation and employees of certain former affiliates of CareFusion Corporation upon the vesting or exercise of certain equity awards issued under the CareFusion Corporation 2009 Long-Term Incentive Plan that BD assumed in connection with its previously announced acquisition of CareFusion Corporation.

Attached hereto and incorporated by reference to the Registration Statement as Exhibits 4.1 and 5.1, respectively, are copies of the CareFusion Corporation 2009 Long-Term Incentive Plan and the opinion of Jeffrey S. Sherman, as General Counsel for BD.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	CareFusion Corporation 2009 Long-Term Incentive Plan (incorporated by reference from Exhibit 4.6 to the Registrant’s Current Report on Form 8-K filed on March 17, 2015)
5.1	Opinion of Jeffrey S. Sherman, as General Counsel for Becton, Dickinson and Company
23.1	Consent of Jeffrey S. Sherman (included as part of Exhibit 5.1)

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/ Gary DeFazio

Name: Gary DeFazio

Title: Vice President and Corporate Secretary

Date: July 31, 2015

EXHIBIT INDEX

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July 31, 2015

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

RE: Becton, Dickinson and Company
Prospectus Supplement to Form S-3

Ladies and Gentlemen:

I am Senior Vice President and General Counsel of Becton, Dickinson and Company, a New Jersey corporation (the "Company"), and have been requested to furnish this opinion in connection with an offering of securities pursuant to the Company's registration statement on Form S-3 (Registration No. 333-206020) (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of the issuance of 64,416 shares (the "Shares") of the Company's common stock, par value \$1.00 per share (the "Common Stock"), issuable pursuant to the CareFusion 2009 Long-Term Incentive Plan (the "Plan"), assumed by the Company. The Shares are being offered pursuant to a Prospectus, dated July 31, 2015, as supplemented by the Prospectus Supplement, dated July 31, 2015 (together, the "Prospectus"), filed with the Commission on July 31, 2015 pursuant to Rule 424(b) under the Securities Act.

In connection with the furnishing of this opinion, I have examined copies of the Registration Statement, the Prospectus and the Plan.

I also have examined such corporate records of the Company, such agreements and instruments, such certificates of public officials, such certificates of other officers of the Company and other persons, such questions of law and such other documents as I have deemed necessary as a basis for the opinions hereinafter expressed.

In such examination, except with respect to documents executed by officers of the Company in my presence, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based on the foregoing, I am of the opinion that the Shares have been duly authorized and, when such Shares have been issued in accordance with the terms and conditions of the applicable Plan and the applicable Award Agreement for consideration in an amount at least equal to the par value of such Shares, the Shares will be validly issued, fully paid and nonassessable.

I am a member of the Bar of the State of New York, and attorneys under my supervision upon whom I am relying are members of the Bar of the State of New Jersey. The foregoing opinion is limited to the Business Corporation Act of the State of New Jersey and the federal laws of the United States of America.

I hereby consent to the filing of this opinion as an Exhibit 5.1 to the Company's Current Report on Form 8-K filed on July 31, 2015. In addition, I consent to the reference to me under the caption "Validity of the Securities" in the Prospectus.

This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose or relied upon by or furnished to any other person without my prior written consent.

[signature page follows]

Very truly yours,

/s/ Jeffrey Sherman
Jeffrey Sherman