

BECTON DICKINSON & CO  
Form 10-K/A  
February 09, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**Form 10-K/A**

**(Amendment No. 2)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2009  
COMMISSION FILE NUMBER 1-4802**

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

**New Jersey**  
(State or other jurisdiction of  
incorporation or organization)

**22-0760120**  
(I.R.S. Employer  
Identification No.)

**1 Becton Drive**  
**Franklin Lakes, New Jersey**  
(Address of principal executive offices)

**07417-1880**  
(Zip code)

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

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class</b>     | <b>Name of each exchange on<br/>which registered</b> |
|--------------------------------|--|
| Common Stock, par value \$1.00 | New York Stock Exchange                              |

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes   
No

As of March 31, 2009, the aggregate market value of the registrant's outstanding common stock held by non-affiliates of the registrant was approximately \$16,063,979,260.

As of October 31, 2009, 237,118,874 shares of the registrant's common stock were outstanding.

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**EXPLANATORY NOTE**

On November 25, 2009, Becton Dickinson and Company filed its Annual Report on Form 10-K for the fiscal year ended September 30, 2009 (the Form 10-K ). This amendment to the Form 10-K is being filed solely to amend the certifications required by Section 1350 of Chapter 63 of Title 18 of the U.S. Code as Exhibit 32, which inadvertently referred to a prior annual report.

Pursuant to the rules of the Securities and Exchange Commission, currently dated certifications required by Rule 13a-14(a) are filed as Exhibit 31 to this amendment.

**PART IV**

Item 15. Exhibits, Financial Statement Schedules.

The following exhibits are filed with this Annual Report on Form 10-K/A.

- 31 Certifications of Chief Executive Officer and Chief Financial Officer, pursuant to Securities and Exchange Commission Rule 13a-14(a)
- 32 Certifications of Chief Executive Officer and Chief Financial Officer, pursuant to Section 1350 of Chapter 63 of Title 18 of the U.S. Code

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Becton, Dickinson and Company

By: /s/ Dean J. Paranicas  
**Dean J. Paranicas**  
**Vice President, Corporate Secretary**  
**and Public Policy**

Dated: February 9, 2010