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BECTON DICKINSON & CO

Form 8-K

February 04, 2003

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) February 4, 2003

BECTON, DICKINSON AND COMPANY

(Exact name of registrant as specified in its charter)

New Jersey

001-4802

22-0760120

(State or other juris-
diction of incorporation)

(Commission
File Number)

(IRS Employer Iden-
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

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

Item 5. Other Events and Regulation FD Disclosure

The Board of Directors of the registrant has approved certain amendments to the By-laws of the registrant. These amendments will become effective February 11, 2003. A copy of the registrant's By-laws, as amended effective February 11, 2003, is attached hereto as Exhibit 3(b).

Item 7. Financial Statements and Exhibits.

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(c) Exhibits.

3(b) By-laws, as Amended and Restated as of February 11, 2003.

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

Gary DeFazio
Assistant Secretary

Date: February 4, 2003

INDEX TO EXHIBITS

Exhibit Number -----	Description of Exhibits -----
3(b)	By-laws, as Amended and Restated as of February 11, 2003.