

BECTON DICKINSON & CO
Form 8-K
February 02, 2012

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 earliest event reported) January 31, 2012

BECTON, DICKINSON AND COMPANY

(Exact Name of Registrant as Specified in Its Charter)

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(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

1 Becton Drive, Franklin Lakes,

New Jersey
(Address of Principal Executive Offices)
(201) 847-6800

07417-1880
(Zip Code)

(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 (see General Instruction A.2. below):

- .. 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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2012 Annual Meeting of Shareholders (Annual Meeting) of Becton, Dickinson and Company (the Company) was held on January 31, 2012. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

Item No. 1: All of the Board of Directors nominees for director were elected to serve until the Company s 2013 Annual Meeting or until their respective successors are elected and qualified, by the votes set forth in the table below:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------------|-------------|-----------|---------|------------------|
| Basil L. Anderson | 151,127,340 | 4,061,283 | 251,351 | 22,804,298 |
| Henry P. Becton, Jr. | 153,154,462 | 1,978,491 | 307,020 | 22,804,298 |
| Edward F. DeGraan | 151,385,264 | 3,791,327 | 263,383 | 22,804,298 |
| Vincent A. Forlenza | 153,703,910 | 1,499,603 | 233,590 | 22,804,298 |
| Claire M. Fraser-Liggett | 154,370,094 | 816,437 | 253,443 | 22,804,298 |
| Christopher Jones | 154,177,015 | 994,194 | 268,764 | 22,804,298 |
| Marshall O. Larsen | 149,113,618 | 6,052,285 | 274,071 | 22,804,298 |
| Edward J. Ludwig | 152,628,092 | 2,549,167 | 262,602 | 22,804,298 |
| Adel A.F. Mahmoud | 153,826,465 | 1,334,158 | 279,351 | 22,804,298 |
| Gary A. Mecklenburg | 154,064,577 | 1,101,820 | 273,577 | 22,804,298 |
| James F. Orr | 148,066,094 | 7,019,439 | 354,441 | 22,804,298 |
| Willard J. Overlock, Jr. | 150,678,809 | 4,495,168 | 265,997 | 22,804,298 |
| Bertram L. Scott | 151,350,349 | 3,723,431 | 366,194 | 22,804,298 |
| Alfred Sommer | 153,292,381 | 1,793,959 | 353,634 | 22,804,298 |

Item No. 2: The appointment of Ernst & Young as the Company s independent registered public accounting firm for fiscal year 2012 was ratified by the shareholders by the votes set forth in the table below:

| For | Against | Abstain |
|-------------|-----------|---------|
| 176,852,247 | 1,163,773 | 228,252 |

Item No. 3: The shareholders approved, on an advisory, non-binding basis, the compensation of certain executive officers by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 143,104,829 | 8,121,873 | 4,213,272 | 22,804,298 |

Item No. 4: The shareholders rejected a shareholder proposal requesting the Board of Directors to take the steps necessary to provide for cumulative voting in the election of directors by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|---------|------------------|
| 40,313,355 | 114,283,216 | 842,603 | 22,805,098 |

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
Vice President and Corporate Secretary

Date: February 2, 2012