

BECTON DICKINSON & CO  
Form FWP  
November 04, 2011

Filed Pursuant to Rule 433  
Registration Statement No. 333-159102  
November 3, 2011

**Pricing Term Sheet**  
**Becton, Dickinson and Company**  
**1.750% Notes due November 8, 2016**

<b>Issuer:</b>	Becton, Dickinson and Company
<b>Aggregate Principal Amount Offered:</b>	\$500,000,000
<b>Maturity Date:</b>	November 8, 2016
<b>Coupon (Interest Rate):</b>	1.750%
<b>Price to Public (Issue Price):</b>	99.967% of principal amount
<b>Yield to Maturity:</b>	1.757%
<b>Spread to Benchmark Treasury:</b>	+85 basis points
<b>Benchmark Treasury:</b>	1.000% due October 31, 2016
<b>Benchmark Treasury Yield:</b>	0.907%
<b>Interest Payment Dates:</b>	May 8 and November 8, commencing May 8, 2012
<b>Day Count Convention:</b>	30/360
<b>Make-whole Redemption:</b>	At any time at the greater of 100% or a discount rate of Treasury plus 15 basis points
<b>Trade Date:</b>	November 3, 2011
<b>Settlement Date:</b>	November 8, 2011 (T+3)
<b>CUSIP Number:</b>	075887 BB4
<b>ISIN Number:</b>	US075887BB48
<b>Denominations:</b>	\$2,000 x \$1,000
<b>Joint Book-Running Managers:</b>	Goldman, Sachs & Co. Morgan Stanley & Co. LLC J.P. Morgan Securities LLC Banca IMI S.p.A. BNP Paribas Securities Corp. BNY Mellon Capital Markets, LLC Citigroup Global Markets Inc. Crédit Agricole (USA) Securities Inc. ING Financial Markets LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Mitsubishi UFJ Securities (USA), Inc. Mizuho Securities USA Inc. Standard Chartered Bank
<b>Co-Managers:</b>	Wells Fargo Securities, LLC
<b>Type of Offering:</b>	SEC Registered
<b>Listing:</b>	None
<b>Long-term Debt Ratings:</b>	Moody s: A2 (Negative); S&P: A+ (Stable)

**Note:** A securities rating is not a recommendation to buy, sell or

hold securities  
and may be  
subject to  
revision or  
withdrawal at  
any time

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. toll-free at 1-866-471-2526 or Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.**

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 Registration Statement No. 333-159102  
 November 3, 2011

**Pricing Term Sheet**  
**Becton, Dickinson and Company**  
**3.125% Notes due November 8, 2021**

<b>Issuer:</b>	Becton, Dickinson and Company
<b>Aggregate Principal Amount Offered:</b>	\$1,000,000,000
<b>Maturity Date:</b>	November 8, 2021
<b>Coupon (Interest Rate):</b>	3.125%
<b>Price to Public (Issue Price):</b>	99.795% of principal amount
<b>Yield to Maturity:</b>	3.149%
<b>Spread to Benchmark Treasury:</b>	+110 basis points
<b>Benchmark Treasury:</b>	2.125% due August 15, 2021
<b>Benchmark Treasury Yield:</b>	2.049%
<b>Interest Payment Dates:</b>	May 8 and November 8, commencing May 8, 2012
<b>Day Count Convention:</b>	30/360
<b>Make-whole Redemption:</b>	At any time at the greater of 100% or a discount rate of Treasury plus 20 basis points
<b>Trade Date:</b>	November 3, 2011
<b>Settlement Date:</b>	November 8, 2011 (T+3)
<b>CUSIP Number:</b>	075887 BA6
<b>ISIN Number:</b>	US075887BA64
<b>Denominations:</b>	\$2,000 x \$1,000
<b>Joint Book-Running Managers:</b>	Goldman, Sachs & Co. Morgan Stanley & Co. LLC
<b>Co-Managers:</b>	J.P. Morgan Securities LLC Banca IMI S.p.A. BNP Paribas Securities Corp. BNY Mellon Capital Markets, LLC Citigroup Global Markets Inc. Crédit Agricole (USA) Securities Inc. ING Financial Markets LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated Mitsubishi UFJ Securities (USA), Inc. Mizuho Securities USA Inc. Standard Chartered Bank
<b>Type of Offering:</b>	Wells Fargo Securities, LLC
<b>Listing:</b>	SEC Registered
<b>Long-term Debt Ratings:</b>	None
	Moody s: A2 (Negative); S&P: A+ (Stable)

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