

BECTON DICKINSON & CO  
Form FWP  
November 09, 2010

Filed Pursuant to Rule 433  
Registration Statement No. 333-159102  
November 8, 2010

**Pricing Term Sheet**  
**Becton, Dickinson and Company**  
**5.00% Notes due November 12, 2040**

|                                            |                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Issuer:</b>                             | Becton, Dickinson and Company                                                                                                                                                                                                                                                                                                                                             |
| <b>Aggregate Principal Amount Offered:</b> | \$300,000,000                                                                                                                                                                                                                                                                                                                                                             |
| <b>Maturity Date:</b>                      | November 12, 2040                                                                                                                                                                                                                                                                                                                                                         |
| <b>Coupon (Interest Rate):</b>             | 5.00%                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Price to Public (Issue Price):</b>      | 99.599% of principal amount                                                                                                                                                                                                                                                                                                                                               |
| <b>Yield to Maturity:</b>                  | 5.026%                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Spread to Benchmark Treasury:</b>       | +90 basis points                                                                                                                                                                                                                                                                                                                                                          |
| <b>Benchmark Treasury:</b>                 | 4.375% due May, 2040                                                                                                                                                                                                                                                                                                                                                      |
| <b>Benchmark Treasury Yield:</b>           | 4.126%                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Interest Payment Dates:</b>             | May 12 and November 12, commencing May 12, 2011                                                                                                                                                                                                                                                                                                                           |
| <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 8, 2010                                                                                                                                                                                                                                                                                                                                                          |
| <b>Settlement Date:</b>                    | November 12, 2010 (T+3)                                                                                                                                                                                                                                                                                                                                                   |
| <b>CUSIP Number:</b>                       | 075887 AX7                                                                                                                                                                                                                                                                                                                                                                |
| <b>ISIN Number:</b>                        | US075887AX76                                                                                                                                                                                                                                                                                                                                                              |
| <b>Denominations:</b>                      | \$2,000 x \$1,000                                                                                                                                                                                                                                                                                                                                                         |
| <b>Joint Book-Running Managers:</b>        | Goldman, Sachs & Co.<br>Morgan Stanley & Co. Incorporated<br>Citigroup Global Markets Inc.                                                                                                                                                                                                                                                                                |
| <b>Co-Managers:</b>                        | Banca IMI S.p.A.<br>BBVA Securities Inc.<br>BNP Paribas Securities Corp.<br>BNY Mellon Capital Markets, LLC<br>Credit Agricole (USA) Securities Inc.<br>J.P. Morgan Securities LLC<br>Mitsubishi UFJ Securities (USA), Inc.<br>Mizuho Securities USA Inc.<br>Merrill Lynch, Pierce, Fenner & Smith Incorporated<br>Standard Chartered Bank<br>Wells Fargo Securities, LLC |
| <b>Type of Offering:</b>                   | SEC Registered                                                                                                                                                                                                                                                                                                                                                            |
| <b>Listing:</b>                            | None                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Long-term Debt Ratings:</b>             | Moody's: A2 (Stable); S&P: AA- (Stable)                                                                                                                                                                                                                                                                                                                                   |
| <b>Note:</b>                               | 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).**

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**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. Incorporated toll-free at 1-866-718-1649.**

**Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers or other notices were automatically generated as a result of this communication being sent via Bloomberg or another email system.**

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Filed Pursuant to Rule 433  
Registration Statement No. 333-159102  
November 8, 2010

**Pricing Term Sheet**  
**Becton, Dickinson and Company**  
**3.25% Notes due November 12, 2020**

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|--------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Issuer:</b>                             | Becton, Dickinson and Company                                                                                                                                                                                                                                                                                                                                                |
| <b>Aggregate Principal Amount Offered:</b> | \$700,000,000                                                                                                                                                                                                                                                                                                                                                                |
| <b>Maturity Date:</b>                      | November 12, 2020                                                                                                                                                                                                                                                                                                                                                            |
| <b>Coupon (Interest Rate):</b>             | 3.25%                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Price to Public (Issue Price):</b>      | 99.949% of principal amount                                                                                                                                                                                                                                                                                                                                                  |
| <b>Yield to Maturity:</b>                  | 3.256%                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Spread to Benchmark Treasury:</b>       | +70 basis points                                                                                                                                                                                                                                                                                                                                                             |
| <b>Benchmark Treasury:</b>                 | 2.625% due August, 2020                                                                                                                                                                                                                                                                                                                                                      |
| <b>Benchmark Treasury Yield:</b>           | 2.556%                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Interest Payment Dates:</b>             | May 12 and November 12, commencing May 12, 2011                                                                                                                                                                                                                                                                                                                              |
| <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 8, 2010                                                                                                                                                                                                                                                                                                                                                             |
| <b>Settlement Date:</b>                    | November 12, 2010 (T+3)                                                                                                                                                                                                                                                                                                                                                      |
| <b>CUSIP Number:</b>                       | 075887 AW9                                                                                                                                                                                                                                                                                                                                                                   |
| <b>ISIN Number:</b>                        | US075887AW93                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Denominations:</b>                      | \$2,000 x \$1,000                                                                                                                                                                                                                                                                                                                                                            |
| <b>Joint Book-Running Managers:</b>        | Goldman, Sachs & Co.<br>Morgan Stanley & Co. Incorporated<br>J.P. Morgan Securities LLC                                                                                                                                                                                                                                                                                      |
| <b>Co-Managers:</b>                        | Banca IMI S.p.A.<br>BBVA Securities Inc.<br>BNP Paribas Securities Corp.<br>BNY Mellon Capital Markets, LLC<br>Citigroup Global Markets Inc.<br>Credit Agricole (USA) Securities Inc.<br>Mitsubishi UFJ Securities (USA), Inc.<br>Mizuho Securities USA Inc.<br>Merrill Lynch, Pierce, Fenner & Smith Incorporated<br>Standard Chartered Bank<br>Wells Fargo Securities, LLC |
| <b>Type of Offering:</b>                   | SEC Registered                                                                                                                                                                                                                                                                                                                                                               |
| <b>Listing:</b>                            | None                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Long-term Debt Ratings:</b>             | Moody s: A2 (Stable); S&P: AA- (Stable)                                                                                                                                                                                                                                                                                                                                      |

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