

BECTON DICKINSON & CO
Form DEFA14A
December 23, 2009

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Becton, Dickinson and Company
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

*** Exercise Your Right to Vote *** IMPORTANT NOTICE Regarding the Availability of Proxy Materials Meeting Information Meeting Type: Annual Meeting BECTON, DICKINSON AND COMPANY For holders as of: December 11, 2009 Date: February 02, 2010 Time: 1:00 PM EST B Location: Hilton Short Hills A 41 John F. Kennedy Parkway R Short Hills, New Jersey C BROKER LOGO O HERE D You are receiving this communication because you hold E shares in the above named company. Return Address Line 1 Return Address Line 2 This is not a ballot. You cannot use this notice to vote Return Address Line 3 these shares. This communication presents only an 51 MERCEDES WAY EDGEWOOD NY 11717 overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy Investor Address Line 1 Investor Address Line 2 1 materials online at www.proxyvote.com or easily request a Investor Address Line 3 paper copy (see reverse side). Investor Address Line 4 15 12 OF Investor Address Line 5 We encourage you to access and review all of the R2.09.05.010 John Sample 2 important information contained in the proxy materials 1234 ANYWHERE STREET before voting. ANY CITY, ON A1A 1A1 _1 See the reverse side of this notice to obtain 0000033077 proxy materials and voting instructions. Broadridge Internal Use Only Job # Envelope # Sequence # # of # Sequence #

Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE:
1. Annual Report 2. Notice & Proxy Statement How to View Online: Have the 12-Digit Control Number available (located on the following page) and visit: www.proxyvote.com. How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: www.proxyvote.com 2) BY TELEPHONE: 1-800-579-1639 3) BY E-MAIL*: sendmaterial@proxyvote.com * If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before January 19, 2010 to facilitate timely delivery. . To facilitate timely delivery please make the request as instructed above on or before How To Vote Please Choose One of The Following Voting Methods Vote In Person: If you choose to vote these shares in person at the meeting, you must request a legal proxy. To do R2.09.05.010 so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the _2 possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any 0000033077 special requirements for meeting attendance. Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the 12 Digit Control Number available and follow the instructions. Internal Use Only Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting items The Board of Directors recommends you vote FOR the following proposal(s): 1. Election of Directors Nominees 01 Henry P. Becton, Jr. 5 Approval of material terms of performance goals. 02 Edward F. DeGraan The Board of Directors recommends you vote AGAINST the following proposal(s): B 03 Claire M Fraser-Liggett 6 A shareholder proposal related to A majority voting. R 04 Edward J. Ludwig 7 A shareholder proposal related to C cumulative voting. 05 Adel A. F. Mahmoud O D 06 James F. Orr E 07 Willard J. Overlock 08 Bertram L. Scott The Board of Directors recommends you vote FOR the following proposal(s): 2 Ratification of the selection of the independent registered public accounting R2.09.05.010 firm. _3 ® 0000 0000 0000 0000033077 3 Approval of a By-Law amendment regarding special shareholder meetings. Broadridge Internal Use Only 4 Approval of an amendment to the 2004 xxxxxxxxxxx xxxxxxxxxxx Employee and Director Equity-Based Cusip Compensation Plan. Job # Envelope # Sequence # # of # Sequence #

Voting items Continued Reserved for Broadridge Internal Control Information NOTE: Such other business as may properly come before the meeting or any adjournment thereof. Voting Instructions THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO BANKS AND BROKERS R2.09.05.010 AS REQUIRED BY THE NEW YORK STOCK EXCHANGE _4 0000033077 Broadridge Internal Use Only P99999-010 Job # THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE Envelope # 12 Sequence15 # # of # Sequence # # OF #