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BECTON DICKINSON & CO  
Form 8-K  
July 31, 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) July 31, 2003  
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BECTON, DICKINSON AND COMPANY

-----  
(Exact name of registrant as specified in its charter)

New Jersey

001-4802

22-0760120

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(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  
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N/A

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(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 an amendment to the By-laws of the registrant to establish a Qualified Legal Compliance Committee of the Board. This amendment will become effective August 5, 2003. A copy of the registrant's By-laws, as amended effective August 5, 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 August 5, 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

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Gary DeFazio  
Assistant Secretary

Date: July 31, 2003

INDEX TO EXHIBITS

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Exhibit  
Number                      Description of Exhibits  
-----  
3(b)                          By-laws, as Amended and Restated as of August 5, 2003.