SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 1996 COMMISSION FILE NUMBER 1-4802

BECTON, DICKINSON AND COMPANY
(Exact name of registrant as specified in its charter)

NEW JERSEY	22-0760120
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1 BECTON DRIVE FRANKLIN LAKES, NEW JERSEY	07417-1880
(Address of principal executive offices)	(Zip Code)

(201) 847-6800
(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, Par Value $1.00	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

As of November 30, 1996, 122,971,548 shares of the registrant's common stock were outstanding and the aggregate market value of such common stock held by nonaffiliates of the registrant was approximately $5,142,009,390.

DOCUMENTS INCORPORATED BY REFERENCE

(1) Portions of the registrant's Annual Report to Shareholders for the fiscal year ended September 30, 1996 are incorporated by reference into Parts I and II hereof.

(2) Portions of the registrant's Proxy Statement for the Annual Meeting of Shareholders to be held February 11, 1997 are incorporated by reference into Part III hereof.

PART I

ITEM 1. BUSINESS.

GENERAL

Becton, Dickinson and Company was incorporated under the laws of the State of New Jersey in November 1906, as successor to a New York business started in 1897. Its executive offices are located at 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880 and its telephone number is (201) 847-6800. All references herein to "the Company" refer to Becton, Dickinson and Company and its domestic and foreign subsidiaries unless otherwise indicated by the context.

The Company is engaged principally in the manufacture and sale of a broad line of medical supplies and devices and diagnostic systems used by health care professionals, medical research institutions and the general public.

BUSINESS SEGMENTS AND GEOGRAPHIC AREAS

The Company's operations consist of two worldwide business segments: Medical Supplies and Devices, and Diagnostic Systems. The countries in which the Company has local revenue-generating operations have been combined into the following geographic areas: United States (including Puerto Rico); Europe; and Other (which is comprised of Canada, Latin America, Japan and Asia-Pacific).

Information with respect to revenues, operating income and identifiable assets attributable to each of the Company's business segments and geographic areas of operation, as well as capital expenditures and depreciation and amortization attributable to each of the Company's business segments, appears on pages 30-31 of the Company's Annual Report to Shareholders for the fiscal year ended September 30, 1996 (the "1996 Annual Report"), and is incorporated herein by reference.

MEDICAL SUPPLIES AND DEVICES SEGMENT

The major products in this segment are hypodermic products, specially designed devices for diabetes care, prefillable drug delivery systems, vascular access products and specialty and surgical blades. This segment also includes specialty needles, drug infusion systems, disposable scrubs, elastic support products and thermometers.

DIAGNOSTIC SYSTEMS SEGMENT

The major products in this segment are manual and instrumented microbiology products, sample collection products, flow cytometry systems for cellular analysis, tissue culture labware, hematology instruments and other diagnostic systems including immunodiagnostic test kits.

DISPOSITIONS OF BUSINESSES

The Company's contract packaging services business was sold in January 1996, and in August 1996, the Company also sold its pre-surgery patient prep business. The operating results of these businesses until their respective dates of sale are reflected in the Consolidated Financial Statements incorporated herein by reference as Exhibit 13.

ACQUISITION OF BUSINESS

In July 1996, the Company acquired Med-Safe Systems, Inc., a manufacturer of sharps disposal containers. The operating results of this business from its date of acquisition are reflected in the Consolidated Financial Statements incorporated herein by reference as Exhibit 13.

FOREIGN OPERATIONS

The Company's products are manufactured and sold worldwide. The principal markets for the Company's products outside the United States are Europe, Japan, Mexico, Asia-Pacific, Canada and Brazil. The principal products sold by the Company outside of the United States are hypodermic needles and syringes, diagnostic systems, VACUTAINER (R) brand blood collection products, HYPAK (R) brand prefillable syringe systems, and infusion therapy products. The Company has manufacturing operations in Australia, Brazil, China, France, Germany, Ireland, Japan, Mexico, Singapore, Spain and the United Kingdom and in 1996 commenced construction of a hypodermic syringe manufacturing facility in India.

Foreign economic conditions and exchange rate fluctuations have caused the profitability on foreign revenues to fluctuate more than on domestic revenues. The Company believes its activities in some countries outside of the United States involve greater risk than its domestic business due to the foregoing factors as well as local commercial and economic policies and political uncertainties.

REVENUES AND DISTRIBUTION

The Company's products and services are marketed in the United States both through independent distribution channels and directly to end-users. The Company's products are marketed outside the United States through independent distributors and sales representatives, and in some markets directly to end-users. Sales to a distributor, which supplies the Company's products to many end-users, accounted for approximately 11% of total Company revenues in fiscal 1996, and were from both business segments. Order backlog is not material to the Company's business inasmuch as orders for the Company's products are generally received and filled on a current basis, except for items temporarily out of stock. Substantially all revenue is recognized when products are shipped to customers.

RESEARCH AND DEVELOPMENT

The Company conducts its research and development activities at its operating units, its Research Center in Research Triangle Park, North Carolina and in collaboration with selected universities and medical centers. The Company also retains individual consultants to support its efforts in specialized fields. The Company spent $154,220,000 on research and development during the fiscal year ended September 30, 1996 and $144,201,000 and $144,227,000, respectively, during the two immediately preceding fiscal years.

COMPETITION

A number of companies, some of which are more specialized than the Company, compete in the medical technology field. In each such case, competition involves only a part of the Company's product lines. Competition in the Company's markets is based on a combination of factors including price, quality, service, reputation, distribution and promotion. Ongoing investments in research, quality management, quality and product improvement and productivity improvement are required to maintain an advantage in the competitive environments in which the Company operates.

New companies have entered the medical technology field and established companies have diversified their business activities into this area. Other firms engaged in the distribution of medical technology products have become manufacturers as well. Some of the Company's competitors have greater financial resources than the Company. The Company is also faced with competition from products manufactured outside the United States.

PATENTS, TRADEMARKS AND LICENSES

The Company owns numerous patents, patent applications and trademarks in the United States and other countries. The Company is also licensed under domestic and foreign patents, patent applications and trademarks owned by others. In the aggregate, these patents, patent applications, trademarks and licenses are of material importance to the Company's business. The Company does not believe, however, that any single patent or trademark is material in relation to the Company's business as a whole.

RAW MATERIALS

The Company purchases many different types of raw materials including plastics, glass, metals, yarn and yarn goods, paper products, agricultural products, electronic and mechanical sub-assemblies and various biological, chemical and petrochemical products. All but a few of the Company's principal raw materials are available from multiple sources.

REGULATION

The Company's medical technology products and operations are subject to regulation by the federal Food and Drug Administration and various other federal and state agencies, as well as by a number of foreign governmental agencies. The Company believes it is in compliance in all material

respects with the regulations promulgated by such agencies, and that such compliance has not had, and is not expected to have, a material adverse effect on its business.

The Company also believes that its operations comply in all material respects with applicable environmental laws and regulations. Such compliance has not had, and is not expected to have, a material adverse effect on the Company's capital expenditures, earnings or competitive position.

EMPLOYEES

As of September 30, 1996, the Company had approximately 17,900 employees, of whom approximately 9,100 were employed in the United States. The Company believes that its employee relations are satisfactory.

ITEM 2. PROPERTIES.

The executive offices of the Company are located in Franklin Lakes, New Jersey. The Company owns and leases approximately 10,574,870 square feet of manufacturing, warehousing, administrative and research facilities throughout the world. The domestic facilities, including Puerto Rico, comprise approximately 5,467,440 square feet of owned and 1,908,460 square feet of leased space. The foreign facilities comprise approximately 2,144,090 square feet of owned and 1,054,880 square feet of leased space. Sales offices and distribution centers included in the total square footage are also located throughout the world.

Operations in both of the Company's business segments are carried on at both domestic and foreign locations. Primarily at foreign locations, facilities often serve both business segments and are used for multiple purposes, such as administrative/sales, manufacturing and/or warehousing/distribution. The Company generally seeks to own its manufacturing facilities, although some are leased. Most of the Company's administrative, sales and warehousing/distribution facilities are leased.

The Company believes that its facilities are of good construction and in good physical condition, are suitable and adequate for the operations conducted at those facilities, and are, with minor exceptions, fully utilized and operating at normal capacity.

The domestic facilities are grouped as follows:

--Eastern Sector includes facilities in Connecticut, Georgia, Maryland, Massachusetts, New Jersey, New York, North Carolina, South Carolina and Puerto Rico and is comprised of approximately 3,520,050 square feet of owned and 1,050,980 square feet of leased space.

--Central Sector includes facilities in Indiana, Missouri, Nebraska, Texas and Wisconsin and is comprised of approximately 978,680 square feet of owned and 473,760 square feet of leased space.

--Western Sector includes facilities in Arizona, California and Utah and is comprised of approximately 968,710 square feet of owned and 383,720 square feet of leased space.

The foreign facilities are grouped as follows:

--Canada includes approximately 3,650 square feet of leased space.

--Europe includes facilities in Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Spain, Sweden, Switzerland and the United Kingdom and is comprised of approximately 1,067,110 square feet of owned and 712,180 square feet of leased space.

--Latin America includes facilities in Brazil, Colombia, Mexico and Panama and is comprised of approximately 576,890 square feet of owned and 170,340 square feet of leased space.

--Asia-Pacific includes facilities in Australia, China, Hong Kong, India, Indonesia, Japan, Kenya, Korea, Malaysia, Philippines, Singapore, Taiwan, Thailand and United Arab Emirates and is comprised of approximately 500,090 square feet of owned and 168,720 square feet of leased space.

The table below summarizes property information by business segment:

<TABLE>
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	BUSINESS SEGMENT			
CATEGORY	MEDICAL SUPPLIES AND DEVICES	DIAGNOSTIC SYSTEMS	MIXED(A)	TOTAL
Owned				
Facilities............	14	20	10	44
Square feet...........	2,847,365	2,628,196	2,135,971	7,611,532
Manufacturing (B)......	1,620,325(14)	1,145,080(14)	475,663(5)	3,241,068(33)
Leased				
Facilities............	25	14	71	110
Square feet...........	489,846	259,416	2,214,076	2,963,338
Manufacturing (B)......	230,530(6)	47,398(7)	112,112(4)	390,040(17)
Total				
Facilities............	39	34	81	154
Square feet...........	3,337,211	2,887,612	4,350,047	10,574,870
Manufacturing (B)......	1,850,855(20)	1,192,478(21)	587,775(9)	3,631,108(50)

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(A) Facilities used by both business segments.
(B) Aggregate square footage and number of facilities (noted in parentheses) by category used for manufacturing purposes.

ITEM 3. LEGAL PROCEEDINGS.

The Company is a party to a number of federal proceedings in the United States brought under the Comprehensive Environmental Response, Compensation and Liability Act, also known as Superfund, and similar state laws. The Company is also involved in other legal proceedings and claims which arise in the ordinary course of business, both as a plaintiff and a defendant. The results of these matters, individually and in the aggregate, are not expected to have a material effect on the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not applicable.

EXECUTIVE OFFICERS OF THE REGISTRANT (AS OF DECEMBER 1, 1996)

The following is a list of the executive officers of the Company, their ages and all positions and offices held by each of them during the past five years. There is no family relationship between any of the named persons.

<TABLE>
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NAME	AGE	POSITION
Clateo Castellini........	61	Director, Chairman of the Board, President and Chief Executive Officer since June 1994 and prior thereto Sector President -- Medical.
John W. Galiardo.........	62	Director, Vice Chairman of the Board and General Counsel since June 1994 and prior thereto Vice President and General Counsel.

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NAME	AGE	POSITION
Robert F. Adrion........	55	President--Worldwide Infusion Therapy since October 1995; President--Worldwide Becton Dickinson Vascular Access from July 1994 to September 1995; and prior thereto, Vice President--Research and Development, Becton Dickinson Vascular Access.
Gary M. Cohen...........	37	President--Worldwide Sample Collection since October 1996; President--Becton Dickinson Division/Worldwide Hypodermic from August 1994 to September 1996; Vice President, Marketing and Development from July 1993 to July 1994; and prior thereto, Director of Marketing.
Vincent L. De Caprio....	46	Senior Vice President and Chief Technology Officer since October 1996; Senior Vice President--Planning and Technology from July 1995 to September 1996; Sector President--Technique Products from October 1994 to June 1995; and prior thereto, President--Becton Dickinson Vascular Access.
Vincent A. Forlenza.....	43	President--Worldwide Microbiology Systems since October 1996; President--Diagnostic Instrument Systems from October 1995 to September 1996; and prior thereto, Division President--Becton Dickinson Advanced Diagnostics.
Andrew J. Kaslow........	46	Vice President--Human Resources since April 1996; and prior thereto, Vice President--Human Resources, Pepsico Inc.
William A. Kozy.........	44	President--Worldwide Injection Systems since October 1996; President--Worldwide Blood Collection from July 1995 to September 1996; and prior thereto, Division President--Vacutainer Systems.
Edward J. Ludwig........	45	Senior Vice President--Finance and Chief Financial Officer since July 1995; Vice President--Finance from May 1995 to June 1995; Vice President--Finance and Controller from January 1995 to May 1995; and prior thereto, President--Becton Dickinson Diagnostic Instrument Systems.
Walter M. Miller........	53	Senior Vice President--Strategy and Development since October 1996; Senior Vice President from July 1995 to September 1996; Sector President--Infectious Disease Diagnostics from October 1994 to June 1995; and prior thereto, Sector President--Diagnostic.
Deborah J. Neff.........	43	President--Worldwide Immunocytometry Systems since October 1996; President--Becton Dickinson Immunocytometry Systems from January 1995 to September 1996; Vice President--General Manager from October 1992 to December 1994; and prior thereto, Vice President--Operations.

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NAME	AGE	POSITION
<S>	<C>	<C>
Mark C. Throdahl........	45	Senior Vice President since July 1995; Sector President--Drug Delivery from October 1994 to June 1995; President -- Nippon Becton Dickinson Company, Ltd. from May 1991 to September 1994; and prior thereto Director -- Corporate Planning.
Kenneth R. Weisshaar....	46	Senior Vice President since July 1995; Sector President--Cellular Analysis Diagnostics from October 1994 to June 1995; President -- Becton Dickinson Division from March 1992 to September 1994; and prior thereto Vice President -- Planning, Performance and Development.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

The Company's common stock is listed on the New York Stock Exchange. As of November 30, 1996, there were approximately 8,171 shareholders of record. The balance of the information required by this item appears under the caption "Common Stock Prices and Dividends" on page 51 of the Company's 1996 Annual Report and is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA.

The information required by this item is included under the caption "Six Year Summary of Selected Financial Data" on pages 28-29 of the Company's 1996 Annual Report and is incorporated herein by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The information required by this item is included in the text contained under the caption "Financial Review" on pages 21-27 of the Company's 1996 Annual Report and is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The information required by this item appears on pages 30-31 and pages 34-48 of the Company's 1996 Annual Report and is incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

The information relating to directors required by this item will be contained under the captions "Board of Directors", "Election of Directors" and "Continuing Directors" in a definitive Proxy Statement involving the election of directors which the registrant will file with the Securities

and Exchange Commission not later than 120 days after September 30, 1996 (the "Proxy Statement"), and such information is incorporated herein by reference.

The information relating to executive officers required by this item is included herein in Part I under the caption "Executive Officers of the Registrant".

The information required pursuant to Item 405 of Regulation S-K will be contained under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's Proxy Statement, and such information is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION.

The information required by this item will be contained under the captions "Board of Directors" and "Executive Compensation" in the Company's Proxy Statement, and such information is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The information required by this item will be contained under the caption "Share Ownership of Management and Certain Beneficial Owners" in the Company's Proxy Statement, and such information is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Not applicable.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.

(a)(1) FINANCIAL STATEMENTS

The following consolidated financial statements of the Company included in the Company's 1996 Annual Report at the pages indicated in parentheses, are incorporated by reference in Item 8 hereof:

Consolidated Statements of Income--Years ended September 30, 1996, 1995 and 1994 (page 34)

Consolidated Balance Sheets--September 30, 1996 and 1995 (page 35)

Consolidated Statements of Cash Flows--Years ended September 30, 1996, 1995 and 1994 (page 36)

Notes to Consolidated Financial Statements (pages 37-48)

(a)(2) FINANCIAL STATEMENT SCHEDULES

The following consolidated financial statement schedule of the Company is included herein at the page indicated in parentheses:

Schedule II--Valuation and Qualifying Accounts (page 11)

All other schedules for which provision is made in the applicable accounting regulation of the Securities Exchange Act of 1934 are not required under the related instructions or are inapplicable, and therefore have been omitted.

(a)(3) EXHIBITS

See Exhibit Index on pages 12, 13 and 14 hereof for a list of all management contracts, compensatory plans and arrangements required by this item (Exhibit Nos. 10(a)(i) through 10(k)), and all other Exhibits filed or incorporated by reference as a part of this report.

(b) REPORTS ON FORM 8-K

During the three-month period ended September 30, 1996, the registrant filed no reports on Form 8-K.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934, THE REGISTRANT HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED.

Becton, Dickinson and Company

/s/ John W. Galiardo
By__________________________________
JOHN W. GALIARDO VICE CHAIRMAN OF THE BOARD AND GENERAL COUNSEL

Dated: December 18, 1996

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THIS REPORT HAS BEEN SIGNED BELOW ON THE 18TH DAY OF DECEMBER, 1996 BY THE FOLLOWING PERSONS ON BEHALF OF THE REGISTRANT AND IN THE CAPACITIES INDICATED.

NAME	CAPACITY
/s/ Clateo Castellini CLATEO CASTELLINI	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Edward J. Ludwig EDWARD J. LUDWIG	Senior Vice President-Finance and Chief Financial Officer(Principal Financial and Accounting Officer)
/s/ Harry N. Beaty, M.D. HARRY N. BEATY, M.D.	Director

/s/ Henry P. Becton, Jr. HENRY P. BECTON, JR.	Director
/s/ Albert J. Costello ALBERT J. COSTELLO	Director
/s/ Gerald M. Edelman, M.D. GERALD M. EDELMAN, M.D.	Director
/s/ Edmund B. Fitzgerald EDMUND B. FITZGERALD	Director
/s/ John W. Galiardo JOHN W. GALIARDO	Director
/s/ Richard W. Hanselman RICHARD W. HANSELMAN	Director
/s/ Frank A. Olson FRANK A. OLSON	Director
/s/ James E. Perrella JAMES E. PERRELLA	Director
/s/ Gloria M. Shatto GLORIA M. SHATTO	Director
/s/ Raymond S. Troubh RAYMOND S. TROUBH	Director

REPORT OF INDEPENDENT AUDITORS

To the Shareholders and Board of Directors
Becton, Dickinson and Company

We have audited the consolidated financial statements and related schedule of Becton, Dickinson and Company listed in the accompanying index to financial statements (Item 14(a)). These financial statements and related schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and related schedule based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and related schedule are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and related schedule. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements listed in the accompanying index to financial statements (Item 14(a)) present fairly, in all material respects, the consolidated financial position of Becton, Dickinson and Company at September 30, 1996 and 1995, and the consolidated results of its operations and its cash flows for each of the three years in the period ended September 30, 1996 in conformity with generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ Ernst & Young LLP
Ernst & Young LLP

Hackensack, New Jersey
November 7, 1996

BECTON, DICKINSON AND COMPANY

SCHEDULE II--VALUATION AND QUALIFYING ACCOUNTS

YEARS ENDED SEPTEMBER 30, 1996, 1995, AND 1994
(THOUSANDS OF DOLLARS)

COL. a	COL. b	COL. c	COL. d	COL. e
DESCRIPTION	BALANCE AT BEGINNING OF PERIOD	ADDITIONS CHARGED TO COSTS AND EXPENSES	DEDUCTIONS	BALANCE AT END OF PERIOD
1996				
Against trade receivables:				
For doubtful accounts	$16,924	$ 6,209	$ 3,525(A)	$19,608
For cash discounts	8,122	28,713	28,387	8,448
Total	$25,046	$34,922	$31,912	$28,056
1995				
Against trade receivables:				
For doubtful accounts	$13,937	$ 4,943	$ 1,956(A)	$16,924
For cash discounts	8,221	27,295	27,394	8,122
Total	$22,158	$32,238	$29,350	$25,046
1994				
Against trade receivables:				
For doubtful accounts	$12,077	$ 5,323	$ 3,463(A)	$13,937
For cash discounts	6,821	28,813	27,413	8,221
Total	$18,898	$34,136	$30,876	$22,158

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(A) Accounts written off.

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION	METHOD OF FILING
3(a)(i)	Restated Certificate of Incorporation, as amended January 22, 1990	Incorporated by reference to Exhibit 3(a) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1990
3(a)(ii)	Amendment to the Restated Certificate of Incorporation, as of August 5, 1996	Incorporated by reference to Exhibit 3(a) to the registrant's Quarterly Report on Form 10-Q for the period ended June 30, 1996
3(b)	By-Laws, as amended May 30, 1989	Incorporated by reference to Exhibit 3(b) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1989
4(a)	Indenture, dated as of December 1, 1982, between the registrant and Manufacturers Hanover Trust Company	Incorporated by reference to Exhibit 4 to Registration Statement No. 2-80707 on Form S-3 filed by the registrant
4(b)	First Supplemental Indenture, dated as of May 15, 1986, between the registrant and Manufacturers Hanover Trust Company	Incorporated by reference to Exhibit 4(b) to Registration Statement No. 33-5663 on Form S-3 filed by the registrant
4(c)	Second Supplemental Indenture, dated as of January 10, 1995, between the registrant and The Chase Manhattan Bank (formerly known as Chemical Bank, the successor by merger to Manufacturers Hanover Trust Company)	Incorporated by reference to Exhibit 4(c) to Form 8-K filed by the registrant on January 12, 1995 (the registrant hereby agrees to furnish to the Commission upon request a copy of any other instruments which define the rights of holders of long-term debt of the registrant)
4(d)	Rights Agreement, dated as of November 28, 1995, between the registrant and First Chicago Trust Company of New York, which includes as Exhibit A	Incorporated by reference to Exhibit 1 to Form 8-K filed by the registrant on December 14, 1995

	thereto, the Form of Right Certificate	
10(a)(i)	Employment Agreement, dated June 18, 1986, between the registrant and Clateo Castellini	Incorporated by reference to Exhibit 10(b)(i) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1986
10(a)(ii)	Employment Agreement, dated June 18, 1986, between the registrant and John W. Galiardo	Incorporated by reference to Exhibit 10(b)(ii) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1986
10(a)(iii)	Employment Agreement, dated June 9, 1987, between the registrant and Walter M. Miller	Incorporated by reference to Exhibit 10(b)(v) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1989

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EXHIBIT NUMBER	DESCRIPTION	METHOD OF FILING
<S>	<C>	<C>
10(b)	Certified Resolution authorizing certain payments to certain corporate officers in the event of a discharge, resignation due to removal from position or a significant change in such officers' respective duties within two years after a change in control of the registrant	Incorporated by reference to Exhibit 10(k) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1986
10(c)	Form of Split Dollar Agreement and related Collateral Assignment covering the providing to corporate officers of a life insurance policy in an amount equal to two times base salary in lieu of full participation in the registrant's group life insurance program	Incorporated by reference to Exhibit 10(e) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1987
10(d)	Stock Award Plan, as amended and restated effective February 11, 1992	Incorporated by reference to Exhibit 10(d) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1992
10(e)	Executive Bonus Plans	Incorporated by reference to Exhibit 10(e) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1994
10(f)	1982 Unqualified Stock Option Plan, as amended and restated February 8, 1994	Incorporated by reference to Exhibit 10(g) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1994
10(g)(i)	Salary and Bonus Deferral Plan, as amended and restated as of August 15, 1996	Incorporated by reference to Exhibit 4 to Registration Statement No. 333-11885 on Form S-8 filed by the registrant
10(g)(ii)	1996 Directors' Deferral Plan	Incorporated by reference to Exhibit 4 to Registration Statement No. 333-16091 on Form S-8 filed by the registrant
10(h)	1990 Stock Option Plan, as amended and restated February 8, 1994	Incorporated by reference to Exhibit 10(i) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1994
10(i)	Retirement Benefit Restoration Plan and related Benefit Restoration Plan Trust	Incorporated by reference to Exhibit 10(j) to the registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1992
10(j)(i)	1994 Restricted Stock Plan for Non-Employee Directors	Incorporated by reference to Exhibit A to the registrant's Proxy Statement dated January 5, 1994
10(j)(ii)	Amendment to the 1994 Restricted Stock Plan for Non-Employee Directors as of November 26, 1996	Filed with this report
10(k)	1995 Stock Option Plan	Incorporated by reference to Exhibit A to the registrant's Proxy Statement dated December 29, 1994

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EXHIBIT NUMBER	DESCRIPTION	METHOD OF FILING
11	Computation of Earnings Per Share	Filed with this report
13	Portions of the registrant's Annual Report to Shareholders for fiscal year 1996 (graphic material contained under the caption "Financial Review" is not included in the electronic filing of this report)	Filed with this report
21	Subsidiaries of the registrant	Filed with this report
23	Consent of independent auditors	Filed with this report
27	Financial Data Schedule	Filed with this report

Copies of any Exhibits not accompanying this Form 10-K are available at a charge of 25 cents per page by contacting: Investor Relations, Becton, Dickinson and Company, 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880, Phone: 1-800-284-6845.

EXHIBIT 10(j)(ii)

AMENDMENT TO THE 1994 RESTRICTED STOCK PLAN FOR NON-EMPLOYEE DIRECTORS (THE "PLAN")

1. Section 6 of the Plan is hereby amended to add to the end thereof the following phrase:

"; provided, however, that the last such mandatory acquisition of Restricted Shares shall occur on the April 1996 Payment Date."

2. Section 7(a) of the Plan is hereby amended to modify the second line thereof to delete the words "July, October and January."

3. Section 7(c) of the Plan is hereby amended to add at the end thereof the following additional language:

"; provided, however, that, on or before December 5, 1996, an Eligible Director may make an election to acquire Restricted Shares in lieu of Director's Fees otherwise payable on the April 1997 Payment Date and/or may revoke a previously-made election to acquire Restricted Shares on the January 1997 Payment Date."

4. Section 8(b) of the Plan is amended to add at the end thereof the following sentence:

"This Section 8(b) shall not apply to any Restricted Shares surrendered to the Company pursuant to Section 3.2(a) of the 1996 Directors' Deferral Plan."

5. Section 8 of the Plan is hereby amended to add at the end thereof the following new subsection:

"(d) Notwithstanding any other provision of this Plan, any Eligible Director who has acquired Restricted Shares as of December 1, 1996, as a consequence of either a mandatory acquisition pursuant to Section 6 above or a voluntary acquisition pursuant to Section 7 above, may make an election pursuant to Section 3.2(a) of the 1996 Directors' Deferral Plan to surrender for cancellation some or all of his or her Restricted Shares to the Company and be credited with an equal number of shares of Stock in a Deferred Stock Account under such latter Plan."

6. Section 12 of the Plan is hereby amended by adding the following language to the end of the first sentence thereof:

"; provided, however, that cash dividends paid on Restricted Shares acquired under this Plan may be deferred in accordance with a timely election under Section 3.2(c) of the 1996 Directors' Deferral Plan."

7. Section 13 of the Plan is hereby amended to add at the end thereof the following language:

"; provided, however, that this Section 13 shall not apply to any Restricted Shares surrendered to the Company pursuant to an election under Section 3.2(a) of the 1996 Directors' Deferral Plan."

EXHIBIT 11

BECTON, DICKINSON AND COMPANY

COMPUTATION OF EARNINGS PER SHARE

YEARS ENDED SEPTEMBER 30, 1996, 1995 AND 1994
(ALL AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

	1996	1995	1994
PRIMARY EARNINGS PER SHARE			
Net income	$283,555	$251,696	$227,174
Less preferred stock dividends	(3,484)	(3,596)	(3,711)
Net income applicable to common stock	$280,071	$248,100	$223,463
Shares: (A)			
Average shares outstanding	126,709	134,144	144,474
Add dilutive stock equivalents from stock plans	6,086	4,258	2,192
Weighted average number of common and common equivalent shares outstanding during the year	132,795	138,402	146,666
Earnings per share (A)	$ 2.11	$ 1.79	$ 1.52

	1996	1995	1994
FULLY DILUTED EARNINGS PER SHARE			
Net income applicable to common stock	$280,071	$248,100	$223,463
Add preferred stock dividends using the "if converted" method	3,484	3,596	3,711
Less additional ESOP contribution, using the "if converted" method	(1,288)	(1,420)	(1,540)
Net income for fully diluted earnings per share	$282,267	$250,276	$225,634
Shares: (A)			
Average shares outstanding	126,709	134,144	144,474
Add:			
Dilutive stock equivalents from stock plans	6,667	5,450	3,898
Shares issuable upon conversion of preferred stock	2,871	2,968	3,056
Weighted average number of common shares used in calculating fully diluted earnings per share	136,247	142,562	151,428
Fully diluted earnings per share (A)	$ 2.07	$ 1.76	$ 1.49

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(A) All share and per share data reflect the two-for-one stock split, the shares for which were distributed on August 15, 1996.

EXHIBIT 13

FINANCIAL TABLE OF CONTENTS

FINANCIAL REVIEW

Becton Dickinson is a medical technology company which manufactures and sells a broad range of medical supplies and devices and diagnostic systems for use by health care professionals, medical research institutions and the general public. The Company focuses strategically on achieving growth in two worldwide business segments -- Medical Supplies and Devices (Medical) and Diagnostic Systems (Diagnostic). The Company's financial results and the operating performance of the segments are discussed below.

STOCK SPLIT

In August 1996, the Company distributed shares to effect a two-for-one stock split to shareholders of record on August 5, 1996. Share and per share data for all periods have been restated to reflect the stock split.

REVENUES AND EARNINGS

Worldwide revenues of $2.8 billion rose 2%. Excluding the estimated impacts of unfavorable foreign currency translation of 1% and the decrease in revenues related to divested businesses, the resulting underlying growth rate was 6%. This growth rate resulted primarily from volume increases and an improved product mix in both segments. Price increases averaged less than 1%.

While health care cost containment continues to be pursued around the world, the Company has responded by improving operating efficiencies which help to reduce cost and by improving the quality of patient care. Sales forces and supply chain services have been reorganized in the United States so that the Company can continue to effectively serve its customers, including larger, more integrated health care providers. In other regions, similar steps are being taken to better serve customers in the changing health care environment. These efforts will enable the Company to continue to successfully reach all major distribution channels and customer segments as marketplaces evolve around the world.

Medical segment revenues of $1.5 billion increased 1% over last year. Excluding the impact of divested businesses, the most significant of which was the medical glove business sold in June 1995, Medical segment revenues increased 6%. Revenue growth was led by strong sales of injection systems products due to the continuing shift toward the use of devices with safety features and increased use of prefillable syringes by pharmaceutical companies. Sales of infusion therapy products also continued to grow from market share gains, geographic expansion, and new product introductions.

Medical segment operating income of $342 million increased 4% over 1995. During 1996, the Company recorded a $6 million charge to write off intangible assets associated with its decision to exit a small product line. Excluding the effects of this write-off, the divested businesses, and the favorable impact of a net cash settlement of $11 million received in 1995 relating to one of the Company's patents, Medical segment operating income increased 11%. This growth was primarily due to improved product mix and increased manufacturing productivity.

Diagnostic segment revenues of $1.3 billion increased 4%, or 5% excluding the estimated unfavorable impact of foreign currency translation. Growth in

sample collection was led by the continued strong demand for safety products, the introduction of several new and innovative products, and overall increased demand outside the United States. FACS brand flow cytometry systems also exhibited strong sales growth. Sales of infectious disease products were about the same as last year, which was consistent with the overall market trend for infectious disease testing, and reflected the continuing worldwide focus on cost containment by health care providers. The Company is working with health care providers to develop products that are cost-effective and improve patient care.

Diagnostic segment operating income of $175 million increased 11% over 1995. Last year, the Company recorded a provision of $12 million primarily to write off goodwill associated with the cellular imaging business. This provision resulted from the Company's recognition that slower than anticipated market growth of this business would not result in previously expected returns. Excluding the write-down of assets and other provisions relating to this business, a favorable net cash settlement of $8 million received in 1996 in connection with one of the Company's patents, and the estimated impact of unfavorable foreign currency translation, Diagnostic segment operating income increased 4%. This performance reflected the increased funding of research and development directed toward emerging new platforms for long-term growth, such as DNA probe technology, and next generation products for sample collection.

On a geographic basis, revenues outside the United States of $1.3 billion rose 6%. Excluding the estimated impacts of unfavorable foreign currency translation of 1% and the divested businesses, such revenues increased 9%. This growth reflects the Company's successful efforts to expand internationally. Double-digit revenue increases were achieved by FACS brand products, which were led by sales of the FASCalibur flow cytometry system that was launched in 1995. VACUTAINER brand and pharmaceutical systems products also recorded strong growth rates. In addition, increased revenues in Japan and Asia-Pacific also contributed to the strong performance.

Revenues in the United States of $1.4 billion were about the same as last year. Excluding the impact of business divestitures, revenues increased 3%. Sales of VACUTAINER brand products continued to be strong, reflecting the increased use of safety products. Strong growth was also achieved in infusion therapy products, reflecting market share gains and new product introductions. As discussed earlier, sales of infectious disease products were about the same as last year. In addition, revenues of certain non-core medical product lines were down slightly compared with last year.

The Company's gross profit margin rose to 48.4%, compared with 47.0% last year, reflecting a more profitable mix of products sold, continued productivity improvements and the absence of lower margins associated with divested businesses.

[3 Charts appear here]

[Chart--Revenues Per Employee--Plot points]
(Thousands of Dollars)

1992	125.5
1993	129.3
1994	136
1995	147.8
1996	153.8

[Chart--Gross Profit Margin--Plot points]
(Percent)

1992	45
1993	44.5
1994	45.3
1995	47
1996	48.4

[Chart--Research and Development Expense--Plot points]
(Millions of Dollars)

1992	125.207
1993	139.141
1994	144.227
1995	144.201
1996	154.22

Selling and administrative expense of $755 million was 27.3% of revenues, about the same as last year. Higher spending relating to a refocusing of sales and marketing resources toward critical strategic initiatives and international expansion was largely offset by savings achieved through reorganizations in the United States and Europe, including the consolidation of certain field sales organizations.

Investment in research and development increased to $154 million, or 5.6% of revenues, reflecting the additional funding directed toward safety products, as well as emerging new platforms for long-term growth, such as DNA probe technology, and next generation products for blood glucose monitoring and sample collection. Sales of new products introduced in the last five years represented 17% and 18% of revenues in 1996 and 1995, respectively.

Operating income in 1996 was $431 million, an increase of 9%. Excluding the estimated impacts of divestitures and unfavorable foreign exchange, as well as the write-down of certain assets and other provisions, as discussed earlier, operating income grew 11%, primarily from improved gross profit margin. The Company's operating margin improved to 15.6% of revenues compared with 14.6% in 1995.

Net interest expense of $37 million in 1996 was $5 million lower than in 1995, primarily due to higher short-term investments in Europe, lower financing expense in Japan and higher capitalized interest primarily related to a capital project in China.

"Other (expense) income, net" in 1996 included income of $8 million from a net cash settlement received in connection with one of the Company's patents, and foreign exchange losses of $8 million, including hedging costs.

In accordance with Statement of Financial Accounting Standards (SFAS) No. 52, Foreign Currency Translation, the net monetary assets ($9 million and $7 million at September 30, 1996 and 1995, respectively) of the Company's Brazilian subsidiary, where the functional currency is the U.S. dollar, are translated at current exchange rates, with the related translation gains and losses included in net earnings. The Company also has certain receivables, payables and short-term borrowings denominated in currencies other than the functional currencies of its subsidiaries. The functional currency is almost always the currency of the country in which the subsidiary is located.

The net assets of foreign operations, whose functional currencies are the local currencies, are translated at current exchange rates. The Company does not generally hedge these translation exposures since such amounts are recorded as cumulative currency translation adjustments, a separate component of shareholders' equity, and do not impact reported earnings or current cash flow. The net assets of these foreign operations were $907 million and $881 million at September 30, 1996 and 1995, respectively.

The Company utilizes simple derivative instruments to manage its interest rate and foreign exchange

[3 Charts appear here]

[Chart--Operating Income--Plot points]
(Percent of Revenues)

1992	13.9
1993	11
1994	12.7
1995	14.6
1996	15.6

[Chart--Income Before Cumulative Effect of Accounting Changes-Plot points]
(Millions of Dollars)

1992	200.753
1993	212.84
1994	227.174
1995	251.696
1996	283.447

[Chart--Capital Expenditure--Plot points]
(Millions of Dollars)

1992	185.559
1993	184.168
1994	123.017
1995	123.76
1996	145.929

risks. These instruments are selectively employed solely to hedge exposures in those instances where their use will reduce the volatility of the impact of foreign exchange or interest rate movements. For further discussion of derivative instruments, see Note 9 of the Notes to Consolidated Financial Statements.

As anticipated, the effective tax rate of 28.0% was the same as the rate in 1995. It is expected that the Company's 1997 tax rate will be slightly higher than the 1996 tax rate.

Net income was $283 million, an increase of 13% over $252 million in 1995. Earnings per share were $2.11, an increase of 18% over $1.79 in 1995.

In March 1995, SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of, was issued. This Statement establishes accounting standards for the assessment and measurement of impairment of such assets and is required to be adopted by the Company by the first quarter of fiscal 1997. Adoption of this Statement is not expected to have a material impact on the Company's results of operations or financial condition.

In October 1995, SFAS No. 123, Accounting for Stock-Based Compensation, was issued, which requires companies to measure employee stock compensation based on the fair value method of accounting. However, the Statement allows the alternative of continued use of Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, with pro forma disclosure of net income and earnings per share determined as if the fair value based method had been applied in measuring compensation expense. The Company is required to adopt SFAS No. 123 in fiscal 1997 and expects to elect the continued use of APB Opinion No. 25.

FINANCIAL CONDITION

Cash provided by operations continues to be the Company's primary source of funds to finance operating needs and capital expenditures. In 1996, net cash provided by operating activities was $460 million, compared with $472 million in 1995.

Capital expenditures were $146 million, compared with $124 million in the prior year. Medical segment capital spending, which totaled $91 million in 1996, included the acquisition of equipment for the ongoing expansion of the prefillable syringe, diabetes health care, hypodermic and vascular access businesses. In addition, funds were expended to construct a new manufacturing facility in China, which will begin producing hypodermic syringes, intravenous catheters and anesthesia needles. Operations in China are scheduled to commence by the end of calendar 1996. In addition, work commenced on a new manufacturing facility in India, which will initially produce diabetes syringes. Funds were also expended to support global manufacturing productivity improvement programs. Diagnostic segment capital spending, which totaled $50 million in 1996, included the acquisition of equipment by the sample collection business for the new SAFETY-LOK blood collection set. In addition, funds were expended for the acquisition of equipment to support capacity

[3 Charts appear here]

[Chart--Debt to Capitalization--Plot points]

(Percent)

1992	36.1
1993	37.8
1994	36.1
1995	35.2
1996	34.3

[Chart--Return on Revenues*--Plot points]

(Percent)

1992	8.5
1993	8.6
1994	8.9
1995	9.3
1996	10.2

[Chart--Dividends Per Common Share--Plot points]

(Dollars)

1992	0.3
1993	0.33
1994	0.37
1995	0.41
1996	0.46

*Excludes cumulative effect of accounting changes in 1993.

expansion and cost reduction programs, primarily in the sample collection, infectious disease diagnostics and flow cytometry businesses. The Company expects capital expenditures in 1997 to be slightly higher than in 1996.

Business divestitures in 1996 resulted in cash proceeds of $38 million. The divested operations included a contract packaging business, and certain product lines relating to the Company's surgical product business.

Net cash used for financing activities was $412 million during 1996 as compared with $421 million in 1995. This change was primarily due to the Company's repurchase of 8.4 million of its common shares at an average cost of $38.67 for a total expenditure of $325 million in 1996, compared with spending of $300 million in 1995. These purchases fully utilized the authority to purchase up to 20 million common shares under a September 1994 Board of Directors' resolution. Accordingly, in September 1996, the Board of Directors approved a new resolution authorizing the repurchase of up to 15 million additional shares. At September 30, 1996, 14.8 million shares remained to be purchased under this resolution. It is the Company's intention to use substantial amounts of excess cash that is expected to be generated over the next several years to pursue strategic acquisition opportunities and to continue to repurchase its common shares.

During 1996, total debt decreased $68 million as a result of strong cash flow from operations and proceeds from business divestitures. Short-term debt was 33% of total debt at year end, compared with 27% in 1995. The change in the ratio was principally attributable to an increase in commercial paper outstanding and the Company's early redemption on June 1, 1996, of $66.4 million of its outstanding 9.25% Sinking Fund Debentures due June 1, 2016. The Company's weighted average cost of total debt at the end of 1996 was 7.7% compared with 7.8% at the end of last year. Total debt to capitalization at year end declined to 34.3% from 35.2% last year.

At September 30, 1996, the Company had domestic unused committed short-term and long-term lines of credit of $300 million and $70 million, respectively. In addition, the Company has unconfirmed lines of credit outside the United States. In November 1996, the Company entered into a five year revolving credit facility which increased its committed lines of credit to $500 million. In October 1996, the Company issued $100 million of ten year non-redeemable notes with a coupon rate of 6.9% and an effective rate of 7.34% through a public debt issue. Proceeds of the notes will be used to repay a portion of outstanding commercial paper which was classified as long-term debt at September 30, 1996. The Company has a high degree of confidence in its ability to refinance maturing short-term and long-term debt as well as to incur substantial additional debt, if required, based on its strong financial condition.

Subsidiaries operating in Puerto Rico have invested in high-grade marketable securities, the cash

[3 Charts appear here]

[Chart--Return on Total Assets*--Plot points]
(Percent)

1992	11.1
1993	9.2
1994	11.5
1995	13.3
1996	15.2

[Chart--Book Value Per Share--Plot points]
(Dollars)

1992	10.5
1993	9.75
1994	10.54
1995	10.74
1996	10.72

[Chart--Inventories--Plot points]
(Millions of Dollars)

1992	453.418
1993	445.877
1994	420.001
1995	408.635
1996	402.482

*Excludes cumulative effect of accounting changes in 1993.

proceeds of which can be used by the Company. At year end, the Company had approximately $49 million invested in marketable securities in Puerto Rico. During 1996, the Company repatriated $129 million from certain of these subsidiaries.

Return on equity increased to 20.8% in 1996, from 17.5% in 1995, thus achieving the Company's initial short-term goal of 20%. The Company expects further improvements in return on equity in the future.

The Company manufactures various medical products in Brazil for sale in that country and for export. In addition, the Company imports other medical and diagnostic products for distribution within Brazil. While the Brazilian economy has experienced very high inflation rates and significant devaluation of its currency in the past, inflation and the rate of currency devaluation have declined significantly more recently. The Company also manufactures and imports various medical and diagnostic products in Mexico for sale in that country. Since December 1994, the Mexican economy has experienced a period of high inflation, recession and currency instability. Recently, Mexico's economy and currency have shown signs of stabilizing. The Brazilian and Mexican economies have the potential for volatility in the recording of revenues and earnings of the Company's operations in these countries, as well as the risk of foreign exchange losses as a result of fluctuations in these local currencies. The Company has successfully managed these risks by raising the selling prices of its products in line with inflation and by taking steps to limit the size of its foreign exchange exposures. In the aggregate, the Company's Brazilian and Mexican operations constitute 7% or less of each of the Company's consolidated revenues, net income and total assets.

The Company believes that the fundamentally non-cyclical nature of its core medical and diagnostic businesses, its international diversification, and its ability to meet the needs of the worldwide health care industry for cost-effective and innovative products will continue to cushion the long-term impact on the Company of economic or political dislocations in the countries in which it does business, including possible reforms of health care systems. Inflation did not have a material impact on the Company's overall operations.

The Company believes that its operations comply in all material respects with applicable laws and regulations. The Company is a party to a number of federal proceedings in the United States brought under the Comprehensive Environmental Response, Compensation and Liability Act, also known as Superfund, and similar state laws. The Company is also involved in other legal proceedings and claims which arise in the ordinary course of business, both as a plaintiff and a defendant. In the opinion of the Company, the results of these matters, individually and in the aggregate, are not expected to have a material effect on its results of operations, financial condition or cash flows.

1995 COMPARED WITH 1994

Worldwide revenues for 1995 of $2.7 billion rose 6%. Excluding the estimated impacts of favorable foreign currency translation of 3% and of certain initiatives which reduced 1995 revenues, as discussed below, the resulting underlying growth rate was also 6%, which resulted primarily from volume increases and an improved product mix in both segments. Price increases averaged less than 1%. Revenues were unfavorably impacted by programs designed to normalize quarterly revenue patterns through a reduction in the number of year-end sales promotions. In addition, the Company divested certain businesses, the most significant of which were the medical glove business and the radioimmunoassay business. Medical segment revenues of $1.5 billion increased 6% over last year. The estimated favorable impact of foreign currency translation of 3% was offset by the decrease in revenues related to business divestitures and the estimated impact of reduced levels of year-end sales promotions. Revenue growth was led by strong sales of the Company's diabetes health care products, hypodermic safety devices, prefillable syringes and intravenous catheters. Revenues of the medical glove business, which was sold on June 30, 1995, were $85 million and $104 million in 1995 and 1994, respectively. Diagnostic segment revenues of $1.2 billion increased 7%. Excluding the estimated impacts of favorable foreign currency translation of 4% and of reduced levels of year-end sales promotions, as well as the decrease in revenues related to business divestitures, Diagnostic segment

revenues increased 5%. Revenue growth was led by strong sales of VACUTAINER brand blood collection products and FACS brand flow cytometry systems.

The Company's gross profit margin rose to 47.0%, compared with 45.3% last year, despite significant increases in the cost of certain raw materials, principally plastic resins and corrugated paper materials. As anticipated, this improvement was the result of the Company's continued success in increasing manufacturing efficiency as well as a favorable product mix.

Selling and administrative expense was 27.1% of revenues, compared with the 1994 rate of 25.8%, reflecting the lower revenue base due to business divestitures, the estimated impact of lower year-end sales promotions, and the write-off of goodwill associated with the cellular imaging business. In addition, aggregate expenses outside the United States were higher, reflecting increased investment in new markets. Costs associated with relocating the Company's Japanese headquarters also unfavorably impacted selling and administrative expense. Investment in research and development was $144 million, the same as in 1994, and equaled 5.3% of revenues.

Operating income in 1995 was $397 million, an increase of 22%. Excluding the estimated impacts of favorable foreign currency translation and of certain initiatives which reduced 1995 revenues, as well as special charges in 1994, operating income grew 15%, primarily from improved gross profit margin.

Net interest expense of $43 million in 1995 was $5 million lower than in 1994, primarily due to lower financing expense in Brazil and lower working capital requirements in Europe, partially offset by higher interest expense in the United States resulting from the issuance in the second quarter of 1995 of $100 million of long-term debentures with a coupon rate of 8.7%.

"Other (expense) income, net" of $4 million expense in 1995 included income of $11 million from a net cash settlement received in connection with a favorable arbitration ruling relating to one of the Company's patents. Also included is a loss of $6 million resulting from the sale of the medical glove business, as well as foreign exchange losses of $12 million, including hedging costs.

As anticipated, the effective tax rate of 28.0% was significantly higher than the 23.3% rate in 1994. The higher tax rate in 1995 resulted primarily from a reduction in the tax benefits generated from operations in Puerto Rico, as provided in the Omnibus Budget Reconciliation Act of 1993.

Net income was $252 million, an increase of 11% over $227 million in 1994. Earnings per share were $1.79, an increase of 18% over $1.52 in 1994. Foreign currency translation had an estimated $.09 favorable impact on earnings per share in 1995.

Cash provided by operations was the Company's primary source of funds to finance operating needs and capital expenditures. Capital expenditures were $124 million, compared with $123 million in 1994. Medical and Diagnostic segment capital spending totaled $77 million and $44 million, respectively, in 1995.

Business divestitures in 1995 resulted in cash proceeds of $79 million. The Company received proceeds of $48 million from the disposition of a foreign investment in 1994.

Net cash used for financing activities was $421 million during 1995 as compared with $292 million in 1994. This change was primarily due to the Company's repurchase of 11.6 million of its common shares on the open market at an average cost of $25.97 per share, totaling $300 million, an increase from $210 million in 1994.

During 1995, total debt decreased $79 million as a result of strong cash flow from operations, working capital management and proceeds from business divestitures.

Short-term debt was 27% of total debt at year end, compared with 21% in 1994. The change in the ratio was principally attributable to a net reduction in long-term debt as well as a relatively small increase in short-term debt.

Return on equity was 17.5% in 1995 compared with 15.5% in 1994.

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SIX YEAR SUMMARY OF SELECTED FINANCIAL DATA

Becton, Dickinson and Company
Years Ended September 30

<TABLE>
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Thousands of dollars, except per share amounts		1996
Operations	Revenues	$2,769,756
	Gross Profit Margin	48.4%
	Operating Income	431,249
	Interest Expense, Net	37,409
	Income Before Income Taxes and Cumulative Effect of Accounting Changes	393,676
	Income Tax Provision	110,229
	Income Before Cumulative Effect of Accounting Changes	283,447
	Net Income	283,447
	Earnings Per Share: -Before Cumulative Effect of Accounting Changes	2.11
	-Net Income	2.11
	Dividends Per Common Share	.46
	Average Common and Common Equivalent Shares Outstanding	132,795
Financial Position	Current Assets	$1,276,841
	Current Liabilities	766,122
	Current Ratio	1.7
	Property, Plant and Equipment, Net	1,244,148
	Total Assets	2,889,752
	Long-Term Debt	468,223
	Shareholders' Equity	1,325,183
	Book Value Per Common Share	10.72
Financial Relationships	Income Before Income Taxes and Cumulative Effect of Accounting Changes as a Percent of Revenues	14.2%
	Return on Total Assets (B)	15.2%
	Return on Equity	20.8%

	Debt to Capitalization (D)	34.3%
Additional Data	Depreciation and Amortization	$ 200,482
	Capital Expenditures	145,929
	Research and Development Expense	154,220
	Number of Employees	17,900
	Number of Shareholders	8,027

</TABLE>

<TABLE>
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Thousands of dollars, except per share amounts		1995	1994	1993	1992	1991
Operations	Revenues	$2,712,525	$2,559,461	$2,465,405	$2,365,317	$2,172,168
	Gross Profit Margin	47.0%	45.3%	44.5%	45.0%	46.0%
	Operating Income	396,650	325,038	270,425	328,592	313,746
	Interest Expense, Net	42,833	47,624	53,412	49,116	50,051
	Income Before Income Taxes and Cumulative Effect of Accounting Changes	349,578	296,159	222,894	269,457	267,303
	Income Tax Provision	97,882	68,985	10,054	68,704	77,514
	Income Before Cumulative Effect of Accounting Changes	251,696	227,174	212,840	200,753	189,789
	Net Income	251,696	227,174	71,783(A)	200,753	189,789
	Earnings Per Share: -Before Cumulative Effect of Accounting Changes	1.79	1.52	1.35	1.28	1.21
	-Net Income	1.79	1.52	.44(A)	1.28	1.21
	Dividends Per Common Share	.41	.37	.33	.30	.29
	Average Common and Common Equivalent Shares Outstanding	138,402	146,666	153,860	154,056	154,192
Financial Position	Current Assets	$1,327,518	$1,326,551	$1,150,742	$1,221,209	$1,031,581
	Current Liabilities	720,035	678,321	636,062	713,335	531,277
	Current Ratio	1.8	2.0	1.8	1.7	1.9
	Property, Plant and Equipment, Net	1,281,031	1,376,349	1,403,070	1,429,519	1,351,387
	Total Assets	2,999,505	3,159,533	3,087,565	3,177,675	2,779,975
	Long-Term Debt	557,594	669,157	680,581	685,081	739,076
	Shareholders' Equity	1,398,385	1,481,694	1,456,953	1,594,926	1,363,786
	Book Value Per Common Share	10.74	10.54	9.75	10.50	9.03
Financial Relationships	Income Before Income Taxes and Cumulative Effect of Accounting Changes as a Percent of Revenues	12.9%	11.6%	9.0%	11.4%	12.3%
	Return on Total Assets (B)	13.3%	11.5%	9.2%(C)	11.1%	12.3%
	Return on Equity	17.5%	15.5%	13.3%(C)		

					13.6%	14.6%
	Debt to Capitalization (D)	35.2%	36.1%	37.8%	36.1%	37.5%
Additional Data	Depreciation and Amortization	$ 207,756	$ 203,705	$ 189,756	$ 169,638	$ 149,897
	Capital Expenditures	123,760	123,017	184,168	185,559	211,136
	Research and Development Expense	144,201	144,227	139,141	125,207	113,045
	Number of Employees	18,100	18,600	19,000	19,100	18,600
	Number of Shareholders	7,712	7,489	7,463	7,086	7,007

</TABLE>

All share and per share data have been restated to reflect the two-for-one stock split, the shares for which were distributed in August 1996.

(A) Includes after-tax charge of $141,057, or $.91 per share, for the cumulative effect of accounting changes.

(B) Earnings before interest expense and taxes as a percent of average total assets.

(C) Excludes the cumulative effect of accounting changes.

(D) Total debt as a percent of the sum of total debt, shareholders' equity and net non-current deferred income tax liabilities.

[Artwork Appears Here]

SUMMARY BY BUSINESS SEGMENT

(See Note 13 to Financial Statements)
Thousands of dollars

<TABLE>
<CAPTION>

		1996	1995	1994
<S>	<C>	<C>	<C>	<C>
Revenues	Medical Supplies and Devices	$1,509,417	$1,500,075	$1,421,435
	Diagnostic Systems	1,260,339	1,212,450	1,138,026
	Total Segments	$2,769,756	$2,712,525	$2,559,461
Segment Operating Income	Medical Supplies and Devices	$ 342,015	$ 330,368	$ 274,498(A)
	Diagnostic Systems	174,656	157,673	110,989(A)
	Total Segments	516,671	488,041	385,487
	Unallocated Expenses	(122,995)	(138,463)	(89,328)(B)
	Income Before Income Taxes	$ 393,676	$ 349,578	$ 296,159
Identifiable Assets	Medical Supplies and Devices	$1,337,355	$1,348,860	$1,433,145
	Diagnostic Systems	1,209,970	1,210,888	1,267,331
	Total Segments	2,547,325	2,559,748	2,700,476
	Corporate (C)	342,427	439,757	459,057
	Total	$2,889,752	$2,999,505	$3,159,533
Capital Expenditures	Medical Supplies and Devices	$ 90,918	$ 77,062	$ 66,181
	Diagnostic Systems	49,651	43,776	55,024
	Total Segments	140,569	120,838	121,205
	Corporate	5,360	2,922	1,812
	Total	$ 145,929	$ 123,760	$ 123,017
Depreciation and Amortization	Medical Supplies and Devices	$ 89,727	$ 96,517	$ 99,420
	Diagnostic Systems	101,618	102,540	96,407
	Total Segments	191,345	199,057	195,827
	Corporate	9,137	8,699	7,878
	Total	$ 200,482	$ 207,756	$ 203,705

</TABLE>

(A) Includes $8,016 in Medical Supplies and Devices segment and $20,598 in Diagnostic Systems segment of the special charges discussed in Note 4.

(B) Net of a gain of $35,868 from the disposition of a corporate investment.

(C) Consists principally of cash and cash equivalents, short-term and long-term investments in marketable securities, buildings and equipment, and investments in non-affiliated companies.

[Artwork Appears Here]

SUMMARY BY GEOGRAPHIC AREA

(See Note 13 to Financial Statements)

<TABLE>
<CAPTION>

Thousands of dollars		1996	1995	1994
Revenues	United States	$1,423,883	$1,438,459	$1,423,060
	Europe	835,984	792,908	704,116
	Other	509,889	481,158	432,285
	Total(A)	$2,769,756	$2,712,525	$2,559,461
Area Operating Income	United States	$ 349,560	$ 341,277	$ 264,117(B)
	Europe	148,812	116,229	82,040(B)
	Other	18,299	30,535	39,330(B)
	Total	516,671	488,041	385,487
	Unallocated Expenses	(122,995)	(138,463)	(89,328)(C)
	Income Before Income Taxes	$ 393,676	$ 349,578	$ 296,159
Identifiable Assets	United States	$1,459,260	$1,466,376	$1,601,569
	Europe	649,206	673,546	667,467
	Other	438,859	419,826	431,440
	Total	2,547,325	2,559,748	2,700,476
	Corporate(D)	342,427	439,757	459,057
	Total	$2,889,752	$2,999,505	$3,159,533

</TABLE>

(A) Interarea revenues to affiliates amounted to $368,834 in 1996, $346,905 in 1995 and $350,207 in 1994. These revenues, which are principally from the United States, are eliminated in consolidation. Intersegment revenues are not material.

(B) Includes $26,186 in the United States, $2,188 in Europe and $240 in Other, of the special charges as discussed in Note 4.

(C) Net of a gain of $35,868 from the disposition of a corporate investment.

(D) Consists principally of cash and cash equivalents, short-term and long-term investments in marketable securities, buildings and equipment, and investments in non-affiliated companies.

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CONSOLIDATED STATEMENTS OF INCOME

Becton, Dickinson and Company
Years Ended September 30

<TABLE>
<CAPTION>

Thousands of dollars, except per share amounts		1996	1995	1994
Operations	Revenues	$2,769,756	$2,712,525	$2,559,461
	Cost of products sold	1,429,177	1,436,358	1,399,634
	Selling and administrative expense	755,110	735,316	660,072
	Research and development expense	154,220	144,201	144,227
	Special charges	--	--	30,490
	Total Operating Costs and Expenses	2,338,507	2,315,875	2,234,423
	Operating Income	431,249	396,650	325,038
	Interest expense, net	(37,409)	(42,833)	(47,624)
	Other (expense) income, net	(164)	(4,239)	18,745
	Income Before Income Taxes	393,676	349,578	296,159

	Income tax provision	110,229	97,882	68,985
	Net Income	$ 283,447	$ 251,696	$ 227,174
Earnings Per Share	Earnings Per Share	$2.11	$1.79	$ 1.52

</TABLE>

See notes to consolidated financial statements

Cultivating Our Next Century of Success
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CONSOLIDATED BALANCE SHEETS

Becton, Dickinson and Company
September 30

<TABLE>
<CAPTION>

Thousands of dollars, except per share amounts		1996	1995
<S>	<C>	<C>	<C>
Assets	Current Assets		
	Cash and equivalents	$ 135,151	$ 198,506
	Short-term investments	29,949	41,495
	Trade receivables, net	580,313	573,093
	Inventories	402,482	408,635
	Prepaid expenses, deferred taxes and other	128,946	105,789
	Total Current Assets	1,276,841	1,327,518
	Investments in Marketable Securities	23,800	44,400
	Property, Plant and Equipment, Net	1,244,148	1,281,031
	Intangibles, Net	175,865	181,501
	Other	169,098	165,055
	Total Assets	$ 2,889,752	$2,999,505
Liabilities	Currrent Liabilities		
	Short-term debt	$ 227,424	$ 205,799
	Accounts payable	128,046	124,155
	Accrued expenses	210,987	189,354
	Income taxes	62,377	64,337
	Salaries, wages and related items	137,288	136,390
	Total Current Liabilities	766,122	720,035
	Long-Term Debt	468,223	557,594
	Long-Term Employee Benefit Obligations	295,122	289,711
	Deferred Income Taxes and Other	35,102	33,780
	Commitments and Contingencies	--	--
Shareholders' Equity	ESOP convertible preferred stock -- $1 par value: authorized -- 1,016,949 shares; issued and outstanding -- 897,046 shares in 1996 and 927,338 shares in 1995	52,927	54,713
	Common stock -- $1 par value: authorized -- 320,000,000 shares; issued -- 170,484,080 shares in 1996 and 170,698,092 shares in 1995	170,484	170,698
	Capital in excess of par value	58,378	32,852
	Cumulative currency translation adjustments	(14,959)	6,767
	Retained earnings	2,160,279	1,946,636
	Unearned ESOP compensation	(32,787)	(36,941)
	Common shares in treasury -- at cost -- 46,873,585 shares in 1996 and 40,547,380 shares in 1995	(1,069,139)	(776,340)
	Total Shareholders' Equity	1,325,183	1,398,385
	Total Liabilities and Shareholders' Equity	$ 2,889,752	$2,999,505

</TABLE>

See notes to consolidated financial statements

Cultivating Our Next Century of Success
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CONSOLIDATED STATEMENTS OF CASH FLOWS

Becton, Dickinson and Company

Years Ended September 30

<TABLE>
<CAPTION>

Thousands of dollars		1996	1995	1994
Operating Activities	Net income	$ 283,447	$ 251,696	$ 227,174
	Adjustments to net income to derive net cash provided by operating activities:			
	Depreciation and amortization	200,482	207,756	203,705
	Special charges	--	--	30,490
	Gain on sale of equity investment	--	--	(35,868)
	Deferred income taxes	(13,497)	(13,540)	(31,418)
	Change in:			
	Trade receivables	(21,589)	21,930	(20,720)
	Inventories	(10,141)	(7,866)	30,988
	Prepaid expenses, deferred taxes and other	(20,581)	(6,218)	9,394
	Accounts payable, income taxes and other liabilities	28,596	(2,609)	55,756
	Other, net	13,726	21,049	10,048
	Net cash provided by operating activities	460,443	472,198	479,549
Investing Activities	Capital expenditures	(145,929)	(123,760)	(123,017)
	Proceeds from sale of equity investment	--	47,805	22,159
	Acquisitions of businesses	(16,501)	(3,839)	(12,750)
	Proceeds from dispositions of businesses	38,027	79,479	--
	Proceeds (purchases) of short-term investments, net	5,190	69,577	(6,031)
	Proceeds from sales of long-term investments	29,208	6,926	8
	Purchase of long-term investment	(3,125)	--	--
	Other, net	(16,736)	(20,240)	(12,809)
	Net cash (used for) provided by investing activities	(109,866)	55,948	(132,440)
Financing Activities	Change in short-term debt	71,103	(12,680)	(51,063)
	Proceeds of long-term debt	--	107,278	39,606
	Payment of long-term debt	(130,597)	(177,226)	(43,606)
	Issuance of common stock	35,366	19,789	30,865
	Repurchase of common stock	(325,874)	(299,723)	(210,285)
	Dividends paid	(61,660)	(58,347)	(57,034)
	Net cash used for financing activities	(411,662)	(420,909)	(291,517)
	Effect of exchange rate changes on cash and equivalents	(2,270)	(3,644)	195
	Net (decrease) increase in cash and equivalents	(63,355)	103,593	55,787
Opening Cash and Equivalents		198,506	94,913	39,126
Closing Cash and Equivalents		$ 135,151	$ 198,506	$ 94,913

</TABLE>

See notes to consolidated financial statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Becton, Dickinson and Company
Thousands of dollars, except per share amounts

INDEX

13 Business Segment Data 47

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Becton, Dickinson and Company and its majority owned subsidiaries after the elimination of intercompany transactions.

CASH EQUIVALENTS

Cash equivalents are stated at cost plus accrued interest, which approximates market. The Company considers all highly liquid investments with a maturity of 90 days or less when purchased to be cash equivalents.

INVENTORIES

Inventories are stated at the lower of cost or market. The Company uses the last-in, first-out (LIFO) method of determining cost for substantially all inventories in the United States. All other inventories are accounted for using the first-in, first-out (FIFO) method.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost, less accumulated depreciation and amortization. The cost of additions, improvements, and interest on construction are capitalized, while maintenance and repairs are charged to expense when incurred. Depreciation and amortization are provided on the straight-line basis over estimated useful lives.

INTANGIBLES

Intangibles include goodwill, which represents costs in excess of net assets of businesses acquired, and patents. Goodwill and patents are being amortized over periods ranging from five to forty years, using the straight-line method. The Company continually reviews goodwill and other intangibles to assess recoverability from estimated future results of operations and cash flows at the aggregate business unit level. As a result of this review and a change in the strategic direction for the cellular imaging business, the Company recorded a provision in the amount of $12,275 in 1995 primarily to write off goodwill associated with that business.

REVENUE RECOGNITION

Substantially all revenue is recognized when products are shipped to customers.

WARRANTY

Estimated future warranty obligations related to certain products are provided by charges to operations in the period in which the related revenue is recognized.

INCOME TAXES

United States income taxes are not provided on substantially all undistributed earnings of foreign and Puerto Rican subsidiaries since the subsidiaries reinvest such earnings or remit them to the Company without tax consequence. Income taxes have been provided and tax credits have been recognized based on tax laws in effect at the dates of the financial statements.

EARNINGS PER SHARE

Earnings per share are computed using the weighted average number of common and common equivalent shares outstanding during the year, and related income amounts after adjustment for dividends on preferred shares. The weighted average number of shares used in the computations was 132,795,000 in 1996, 138,402,000 in 1995 and 146,666,000 in 1994, all of which reflect the two-for-one stock split, the shares for which were distributed in August 1996. Common equivalent shares relate to employee stock plans.

USE OF ESTIMATES

The financial statements are prepared in conformity with generally accepted accounting principles and, accordingly, include amounts that are based on management's best estimates and judgments. Actual results could differ from these estimates.

NOTE 2 - EMPLOYEE STOCK OWNERSHIP PLAN (ESOP)/SAVINGS PLAN

The Company has an Employee Stock Ownership Plan (ESOP) as part of its voluntary defined contribution plan (savings plan) covering most domestic employees. The ESOP is intended to satisfy all or part of the Company's obligation to match 50% of employees' contributions, up to a maximum of 3% of each participant's salary. To accomplish this, in 1990, the ESOP borrowed $60,000 in a private debt offering and used the proceeds to buy the Company's ESOP convertible preferred stock. Each share of preferred stock has a guaranteed liquidation value of $59 per share and is convertible into 3.2 shares of the Company's common stock. The preferred stock pays an annual dividend of $3.835 per share, a portion of which is used by the ESOP, together with the Company's contributions, to repay the ESOP debt. Since the ESOP debt is guaranteed by the Company, it is reflected on the consolidated balance sheet as short-term and long-term debt with a related amount shown in the shareholders' equity section as unearned ESOP compensation.

The amount of ESOP expense recognized is equal to the cost of the preferred shares allocated to plan participants and the ESOP interest expense for the year, reduced by the amount of dividends paid on the preferred stock.

Selected financial data pertaining to the ESOP/Savings Plan follow:

	1996	1995	1994
Total expense of the savings plan	$ 5,115	$ 7,659	$ 9,347
Compensation expense (included in total expense above)	$ 2,693	$ 5,080	$ 6,543
Dividends on ESOP shares used for debt service	$ 3,484	$ 3,596	$ 3,711
Number of preferred shares allocated at September 30	325,632	288,785	248,766

The Company guarantees employees' contributions to the fixed income fund of the Savings Plan. The amount guaranteed was $90,452 at September 30, 1996.

NOTE 3 - BENEFIT PLANS

The Company and certain of its subsidiaries have defined benefit pension plans which cover a substantial number of its employees. The largest plan, covering most of the Company's domestic employees, is a "final average pay" plan.

A summary of the costs of the domestic defined benefit pension plans follows:

	1996	1995	1994
Service cost: benefits earned during the year	$ 20,217	$ 16,884	$ 20,040
Interest cost on projected benefit obligation	29,204	27,312	28,641
Return on assets:			
Actual gain	(53,055)	(71,964)	(1,280)
Deferred portion	18,014	42,790	(34,986)
Expected return	(35,041)	(29,174)	(36,266)
Special termination benefits	--	--	3,498
Net pension cost	$ 14,380	$ 15,022	$ 15,913

Rate assumptions used in accounting for the defined benefit plans were:

	1996	1995	1994
Discount rate:			
End of year	7.75%	7.50%	8.00%
Beginning of year	7.50	8.00	7.25

Rate of increase in

compensation	5.25	5.25	5.25
Expected long-term rate of return on assets	10.00	10.00	10.00

The following table sets forth the funded status and amounts recognized in the consolidated balance sheets at September 30, 1996 and 1995 for the Company's domestic defined benefit pension plans:

	1996	1995
Actuarial present value of benefit obligations:		
Vested benefit obligation	$294,564	$287,637
Accumulated benefit obligation	$308,208	$301,700
Projected benefit obligation	$413,062	$406,888
Plan assets at fair value	385,468	352,510
Plan assets under projected benefit obligation	27,594	54,378
Unrecognized net gain	33,579	3,576
Unrecognized net asset at October 1, 1985, net of amortization	2,427	3,033
Net pension liability recognized in the consolidated balance sheets	$ 63,600	$ 60,987

Plan assets are composed primarily of investments in publicly traded securities. The Company's funding policy is to contribute amounts to the plans sufficient to meet the minimum funding requirements set forth in the Employee Retirement Income Security Act of 1974, as amended, plus such additional amounts as the Company may determine to be appropriate from time to time.

Employees in foreign countries are covered by various postretirement benefit arrangements, some of which are considered to be defined benefit plans for accounting purposes. Such plans are immaterial to the Company's consolidated financial position and results of operations.

In addition to providing pension benefits, the Company and its domestic subsidiaries provide certain health care and life insurance benefits for retired employees. Substantially all of the Company's domestic employees may become eligible for these benefits upon retirement from the Company. The Company's cost of benefits for foreign retirees is minimal as health care and life insurance coverage is generally provided through government plans.

Postretirement benefit costs include the following components:

	1996	1995	1994
Service cost: benefits earned during the year	$ 2,251	$ 2,108	$ 2,537
Interest cost on projected benefit obligation	10,925	10,860	9,671
Amortization of gain from plan amendments	(6,334)	(6,499)	(6,312)
Postretirement benefit cost	$ 6,842	$ 6,469	$ 5,896

The postretirement benefit plans other than pensions are not funded. The present value of the Company's obligation included in the consolidated balance sheets at September 30, 1996 and 1995 was as follows:

	1996	1995
Accumulated postretirement benefit obligation:		
Retirees	$113,377	$112,649
Fully eligible active participants	14,157	12,452
Other active participants	26,060	26,063
Total	153,594	151,164
Unrecognized gain from plan amendments	75,744	82,056
Unrecognized actuarial loss	(11,246)	(11,489)
Accrued postretirement benefit liability	$218,092	$221,731

At September 30, 1996 and 1995, health care cost trends of 12% and 13%, respectively, pre-age 65 and 9% and 10%, respectively, post-age 65 were assumed. These rates were assumed to decrease gradually to an ultimate rate of 6% beginning in 2003 for pre-age 65 and 2000 for post-age 65. The effect of a 1% annual increase in these assumed cost trend rates would increase the accumulated postretirement benefit obligation at September 30, 1996 by $4,753 and the postretirement benefit cost for 1996 by $368. The discount rate used to estimate the postretirement benefit cost was 7.5% and 8.0%, in 1996 and 1995, respectively. The discount rate used to estimate the accumulated postretirement benefit obligation at September 30, 1996 and 1995 was 7.75% and 7.5%, respectively. In 1994, the Company made significant modifications to its U.S. postretirement benefit plans. These plan changes, which were effective for retirements after January 1, 1995, consisted primarily of retiree contributions and an inflation cap. The accumulated postretirement benefit obligation was reduced as a result of these changes. In accordance with Statement of Financial Accounting Standards (SFAS) No. 106, Employers' Accounting for Postretirement Benefits Other Than Pensions, this reduction in the obligation is being amortized as a component of the postretirement benefit cost.

The Company utilizes a service-based approach in applying the provisions of SFAS No. 112, Employers' Accounting for Postemployment Benefits, for most of its postemployment benefits. Such an approach recognizes that actuarial gains and losses may result from experience that differs from baseline assumptions. Such actuarial gains and losses, if material, are amortized over future service periods.

	1996	1995	1994
Postemployment benefit costs:	$12,200	$10,300	$7,100

NOTE 4 - SPECIAL CHARGES

In 1994, the Company recorded special charges of $30,490, primarily to write off property, plant and equipment, inventories and other assets associated with exited product lines.

NOTE 5 - OTHER (EXPENSE) INCOME, NET

Other (expense), net in 1996 includes income of $8,216 from a net cash settlement received in connection with one of the Company's patents and foreign exchange losses, including hedging costs, of $8,127.

Other (expense), net in 1995 includes a net cash settlement of $10,995 received in connection with a favorable arbitration ruling relating to one of the Company's patents offset by losses of $6,301 from the sale of the medical glove business and foreign exchange losses of $12,074.

Other income, net in 1994 includes a gain of $35,868 from the disposition of a foreign investment offset by foreign exchange losses of $10,608.

NOTE 6 - INCOME TAXES

The provision for income taxes is composed of the following charges (benefits):

	1996	1995	1994
Current:			

Domestic:			
Federal	$ 70,769	$ 53,388	$ 42,514
State and local, including Puerto Rico	33,521	28,212	20,148
Foreign	19,436	29,822	37,741
	123,726	111,422	100,403
Deferred:			
Domestic	(19,769)	(7,070)	(21,728)
Foreign	6,272	(6,470)	(9,690)
	(13,497)	(13,540)	(31,418)
	$110,229	$ 97,882	$ 68,985

In accordance with SFAS No. 109, Accounting for Income Taxes, deferred tax assets and liabilities are netted on the balance sheet by separate tax jurisdictions. At September 30, 1996 and 1995, net current deferred tax assets of $44,845 and $37,438, respectively, were included in Prepaid expenses, deferred taxes and other. Net non-current deferred tax assets of $43,602 and $32,735, respectively, were included in Other non-current assets. Net non-current deferred tax liabilities of $8,274 and $8,761, respectively, were included in Deferred income taxes and other.

Deferred taxes are not provided on substantially all undistributed earnings of foreign and Puerto Rican subsidiaries. At September 30, 1996, the cumulative amount of such undistributed earnings approximated $923,000 against which United States tax-free liquidation provisions or substantial tax credits are available. Determining the tax liability that would arise if these earnings were remitted is not practicable.

Deferred income taxes at September 30 consisted of:

<TABLE>
<CAPTION>

	1996		1995		1994	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Compensation and benefits	$133,061	$ --	$128,676	$ --	$130,962	$ --
Property and equipment	--	108,455	--	117,748	--	126,539
Other	89,853	27,400	79,858	19,899	68,890	13,393
	222,914	135,855	208,534	137,647	199,852	139,932
Valuation allowance	(6,886)	--	(9,475)	--	(7,100)	--
	$216,028	$135,855	$199,059	$137,647	$192,752	$139,932

</TABLE>

A reconciliation of the federal statutory tax rate to the Company's effective tax rate follows:

	1996	1995	1994
Federal statutory tax rate	35.0%	35.0%	35.0%
State and local income taxes, net of federal tax benefit	1.4	1.5	.7
Effect of foreign and Puerto Rican income	(4.2)	(6.0)	(8.4)
Foreign tax credits	(2.5)	(1.9)	(2.3)
Research tax credit	(.3)	(.2)	(.5)
Other, net	(1.4)	(.4)	(1.2)

	28.0%	28.0%	23.3%

The approximate dollar and per share amounts of tax reductions related to tax holidays in various countries in which the Company does business were: 1996 -$17,700 and $.13; 1995 - $18,400 and $.13; and 1994 - $23,300 and $.16. The tax holidays expire at various dates through 2010.

The Company made income tax payments, net of refunds, of $126,236 in 1996, $132,650 in 1995 and $65,481 in 1994.

The components of income before income taxes follow:

	1996	1995	1994
Domestic, including Puerto Rico	$231,021	$218,695	$166,563
Foreign	162,655	130,883	129,596
	$393,676	$349,578	$296,159

NOTE 7 - SUPPLEMENTAL BALANCE SHEET INFORMATION

TRADE RECEIVABLES

Allowances for doubtful accounts and cash discounts netted against trade receivables were $28,056 and $25,046 at September 30, 1996 and 1995, respectively.

Inventories	1996	1995
Materials	$ 91,154	$ 87,116
Work in process	66,005	71,316
Finished products	245,323	250,203
	$402,482	$408,635

Inventories valued under the LIFO method were $233,714 in 1996 and $205,608 in 1995. Inventories valued under the LIFO method would have been higher by approximately $33,700 in 1996 and $37,000 in 1995, if valued on a current cost basis.

Property, Plant and Equipment	1996	1995
Land	$ 52,090	$ 53,921
Buildings	879,316	890,393
Machinery, equipment and fixtures	1,500,969	1,449,639
Leasehold improvements	29,860	29,127
	2,462,235	2,423,080
Less allowances for depreciation and amortization	1,218,087	1,142,049
	$1,244,148	$1,281,031

Intangibles	1996	1995
Patents and other	$ 212,928	$ 197,761
Goodwill	139,676	134,736
	352,604	332,497
Less accumulated amortization	176,739	150,996
	$ 175,865	$ 181,501

NOTE 8 - DEBT

The components of short-term debt follow:

	1996	1995
Loans payable:		

Domestic	$ 51,700	$ 31,400
Foreign	54,497	107,064
Current portion of long-term debt	121,227	67,335
	$227,424	$205,799

Domestic loans payable consist of commercial paper supported by committed lines of credit. Foreign loans payable consist of short-term borrowings from financial institutions. The weighted average interest rates for loans payable were 4.9% and 3.7% at September 30, 1996 and 1995, respectively. At September 30, 1996 and 1995, the Company had domestic unused committed short-term lines of credit of $300,000 and $225,000, respectively, and domestic unused committed long-term lines of credit of $70,000 and $145,000, respectively. In addition, the Company had unused foreign lines of credit pursuant to informal arrangements of approximately $200,000 and $223,000 at September 30, 1996 and 1995, respectively.

Subsequent to September 30, 1996, the Company entered into a $500,000 five year revolving credit facility with a group of banks. Restrictive covenants under this agreement include a minimum tangible net worth level. This agreement replaces the domestic committed short-term and long-term lines of credit.

The components of long-term debt follow:

		1996	1995
Domestic notes due through 2013 (average year-end interest rate: 5.4%)		$109,691	$ 9,188
Foreign notes due through 2011 (average year-end interest rate: 6.1%-1996; 6.4%-1995)		20,768	25,219
7.875%	Notes due December 15, 1996	--	100,000
9.95%	Notes due March 15, 1999	100,000	100,000
8.80%	Notes due March 1, 2001	100,000	100,000
9.45%	Guaranteed ESOP Notes due through July 1, 2004	37,764	41,787
9.25%	Sinking Fund Debentures due through June 1, 2016	--	81,400
8.70%	Debentures due January 15, 2025	100,000	100,000
		$468,223	$557,594

In June 1996, the Company redeemed $66,400 principal amount of its outstanding 9.25% Sinking Fund Debentures at a price of 104.375% of the principal amount. The remaining $15,000 is included in current portion of long-term debt, reflecting the Company's intention to accelerate repayment under the terms of the issue.

On October 11, 1996, the Company issued $100,000 of 6.90% notes due on October 1, 2006. The Company entered into an interest rate hedge agreement to protect itself from the impact of fluctuating interest rates during the period in which the sale of the notes was being arranged. The results of the interest rate hedge will be amortized over the life of the notes. The effective interest rate of the notes, including the results of the interest rate hedge and other financing costs, is 7.34%. The proceeds of the notes will be used to repay a portion of outstanding commercial paper which was classified as long-term debt at September 30, 1996.

The aggregate annual maturities of long-term debt during the fiscal years ending September 30, 1998 to 2001 are as follows: 1998 - $7,762; 1999 - $106,172; 2000- $6,447; 2001 - $106,905.

The Company capitalizes interest costs as a component of the cost of construction in progress. The following is a summary of interest costs:

	1996	1995	1994
Charged to operations	$54,162	$60,628	$62,472
Capitalized	5,368	4,064	5,946
	$59,530	$64,692	$68,418

Interest paid, net of amounts capitalized, was $59,053 in 1996, $58,726 in 1995 and $63,670 in 1994.

NOTE 9 - FINANCIAL INSTRUMENTS

FAIR VALUE OF FINANCIAL INSTRUMENTS
The carrying values of cash equivalents, short-term investments, other long-term investments and short-term debt approximate fair values. Fair values were estimated based on market prices, where available, or dealer quotes. The fair value of certain long-term debt is based on redemption value. Investments in marketable securities were primarily composed of Puerto Rico government bonds.

The estimated fair values of the Company's financial instruments at September 30, 1996 and 1995 were as follows:

<TABLE>
<CAPTION>

	1996		1995	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<S>	<C>	<C>	<C>	<C>
Assets:				
Investments in marketable securities (non-current)	$ 23,800	$ 23,518	$ 44,400	$ 43,509
Forward exchange contracts (A)	3,417	3,069	3,969	3,084
Purchased currency options (B)	170	166	360	311
Interest rate cap	--	--	--	13
Liabilities:				
Long-term debt	$468,223	$493,402	$557,594	$604,537
Interest rate swaps	135	921	55	1,155
Rate hedge agreement	--	807	--	--

</TABLE>
(A) Included in Prepaid expenses, deferred taxes and other and Accrued expenses.
(B) Included in Prepaid expenses, deferred taxes and other.

OFF-BALANCE SHEET RISK

The Company has certain receivables, payables and short-term borrowings denominated in currencies other than the functional currency of the Company and its subsidiaries. During the year, the Company hedged substantially all of these exposures by entering into forward exchange contracts and purchased currency options for the future purchase and sale of foreign currencies. Gains and losses related to these hedges are recognized in income as part of, and concurrent with, the hedged transactions. The Company does not use derivative financial instruments for trading or speculative purposes.

At September 30, the stated or notional amounts of the Company's outstanding forward exchange contracts and purchased currency options were as follows:

	1996	1995
Forward exchange contracts	$787,521	$738,541
Purchased currency options:		
Colombian peso put, U.S. dollar call	$ 2,300	$ --
German mark put, U.S. dollar call	--	5,000
Brazilian real put, U.S. dollar call	15,000	7,000
Italian lira put, German mark call	--	11,021
Mexican peso call, U.S. dollar put	12,000	--

At September 30, 1996, $612,961 of the forward exchange contracts mature within 90 days and $174,560 at various other dates in fiscal 1997. The purchased currency options at September 30, 1996 expire within 180 days.

Significant forward exchange contracts and the purchased currency options which represent hedges of currency transaction exposures at September 30, 1996 were as follows:

U.S. Dollar Equivalents

September 30, 1996

Currency Average

	Notional Amount	Transaction Exposure-Asset (Liability)	Contracts During Fiscal 1996
Commitments to sell foreign currencies:			
French francs	$101,762	$ 101,762	$ 91,157
Italian lire	67,297	67,297	61,696
Spanish pesetas	45,541	47,221	44,011
Japanese yen	63,966	63,966	46,661
German marks	18,482	18,482	19,286
Commitments to purchase foreign currencies:			
Irish pounds	$248,275	$(248,275)	$226,410
Singapore dollars	70,804	(70,804)	65,961
Mexican pesos	12,000	(12,000)	--

At September 30, 1996, the Company had offsetting foreign exchange contracts with notional amounts totaling $51,973. The contracts hedged intercompany transactions which were settled prior to September 30, 1996. The carrying values of these contracts at September 30, 1996 were not material.

Significant forward exchange contracts which represented hedges of currency transaction exposures at September 30, 1995 were as follows:

	U.S. Dollar Equivalents		
	September 30, 1995		
	Notional Amount	Currency Transaction Exposure-Asset (Liability)	Average Contracts During Fiscal 1995
Commitments to sell foreign currencies:			
French francs	$ 78,809	$ 80,214	$ 81,256
Italian lire	58,386	59,073	56,253
Belgian francs	22,653	22,653	44,996
Spanish pesetas	46,952	46,952	45,245
British pounds	17,035	17,035	21,579
Japanese yen	43,704	43,733	14,427
German marks	20,073	20,375	9,223
Commitments to purchase foreign currencies:			
Irish pounds	$219,361	$(221,428)	$195,862
Singapore dollars	72,881	(72,881)	56,911
Japanese yen	18,669	(18,669)	8,443
Belgian francs	10,811	(11,986)	19,555
German marks	34,914	(34,914)	19,554
Canadian dollars	14,859	(15,535)	5,418

The Company's foreign exchange hedging activities do not generally create exchange rate risk since gains and losses on these contracts generally offset losses and gains on the related non-functional currency denominated receivables, payables and short-term borrowings.

The Company enters into interest rate swap and interest rate cap agreements in order to reduce the impact of fluctuating interest rates on its foreign currency short-term floating rate debt and investments outside the U.S. At September 30, 1996 and 1995, the Company had foreign interest rate swap agreements, with maturities at various dates through 1998. Under these agreements the Company agrees with other parties to pay and receive, at specified intervals, fixed rate payments in exchange for variable rate payments, calculated on an agreed-upon notional amount.

	Notional Amount U.S. Dollar Equivalent	Fixed Rate	Average Variable Rate
Interest Rate Swaps:			
September 30, 1996			
French francs	$19,369	4.63%	4.18%
Japanese yen	7,628	2.48	0.58
Japanese yen	4,487	2.61	0.59
Japanese yen	8,974	2.61	0.58

Japanese yen	3,590	1.87	0.63
Japanese yen	8,077	1.74	0.64
Japanese yen	7,628	2.44	0.58
Italian lire	13,123	8.29	8.63
Irish pounds	32,070	6.64	5.81
September 30, 1995			
French francs	$20,312	5.00%	6.39%
Japanese yen	8,521	2.48	1.11
Japanese yen	5,013	2.61	1.83
Japanese yen	10,025	2.61	1.84
Japanese yen	4,010	1.87	1.23
Japanese yen	9,023	1.74	1.05
Japanese yen	8,521	2.44	1.19

September 30, 1996 and 1995, the Company had a foreign interest rate cap agreement with a notional U.S. dollar equivalent amount of $8,077 and $9,023, respectively, which limits the potential interest rate fluctuations on a portion of the Company's Japanese yen denominated short-term debt. This agreement effectively entitles the Company to receive from a financial institution the amount, if any, by which the Company's interest payments on $8,077 of its floating rate yen denominated short-term debt exceed 2%. The cap expires in May 1997.

CONCENTRATION OF CREDIT RISK

Substantially all of the Company's trade receivables are due from entities in the health care industry. Due to the large number and diversity of the Company's customer base, concentrations of credit risk with respect to trade receivables are limited. The Company does not normally require collateral. The Company is exposed to credit loss in the event of nonperformance by financial institutions with which it conducts business. The Company minimizes exposure to such risk, however, by dealing only with major international banks and financial institutions.

NOTE 10 - SHAREHOLDERS' EQUITY

<TABLE>
<CAPTION>

	Series B, ESOP Preferred Stock Issued	Common Stock Issued	Capital in Excess of Par Value	Retained Earnings	Unearned ESOP Compensation	Treasury Stock Shares	Treasury Stock Amount
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Balance at October 1, 1993	$58,108	$170,698	$19,605	$1,581,196	$(45,249)	(21,244,860)	$ (305,357)
Net income				227,174			
Cash dividends:							
Common ($.37 per share)				(53,292)			
Preferred ($3.835 per share), net of tax benefits				(2,718)			
Common stock issued for employee stock plans, net			6,355			1,748,618	23,160
Repurchase of common stock						(10,719,200)	(210,285)
Reduction in unearned ESOP compensation for the year					4,153		
Adjustment for redemption provisions and other	(1,777)		291			73,180	1,059
Balance at September 30, 1994	56,331	170,698	26,251	1,752,360	(41,096)	(30,142,262)	(491,423)
Net income				251,696			
Cash dividends:							
Common ($.41 per share)				(54,725)			
Preferred ($3.835 per share), net of tax benefits				(2,695)			
Common stock issued for employee stock plans, net			6,251			1,047,936	

							13,538
Repurchase of common stock						(11,540,800)	(299,723)
Reduction in unearned ESOP compensation for the year					4,155		
Adjustment for redemption provisions and other	(1,618)		350			87,746	1,268
Balance at September 30, 1995	54,713	170,698	32,852	1,946,636	(36,941)	(40,547,380)	(776,340)
Net income				283,447			
Cash dividends:							
Common ($.46 per share)				(58,147)			
Preferred ($3.835 per share), net of tax benefits				(2,675)			
Common stock issued for:							
Employee stock plans, net			17,164			1,456,040	18,202
Business acquisition			8,077			331,734	4,176
Repurchase of common stock						(8,424,907)	(325,874)
Retirement of common stock		(214)	(101)	(8,982)		214,012	9,297
Reduction in unearned ESOP compensation for the year					4,154		
Adjustment for redemption provisions and other	(1,786)		386			96,916	1,400
Balance at September 30, 1996	$52,927	$170,484	$58,378	$2,160,279	$(32,787)	(46,873,585)	$(1,069,139)

</TABLE>

On July 23, 1996, the Board of Directors authorized a two-for-one stock split, the shares for which were distributed on August 15, 1996 to shareholders of record on August 5, 1996. All share and per share data in the Annual Report have been restated to reflect the split, and the amounts of Common stock and Capital in excess of par value have been adjusted for all periods presented.

The excess of cost over par value of common stock retirements is charged proportionally to Capital in excess of par value and Retained earnings.

CUMULATIVE CURRENCY TRANSLATION ADJUSTMENTS

Generally, the net assets of foreign operations are translated into U.S. dollars using current exchange rates. The U.S. dollar results that arise from such translation, as well as exchange gains and losses on intercompany balances of a long-term investment nature (net of allocated income taxes), are included in the cumulative currency translation adjustment account in Shareholders' Equity. The following is an analysis of the account:

	1996	1995	1994
Balance at October 1	$ 6,767	$ 8,573	$(22,048)
Translation adjustment	(21,726)	(1,587)	37,900
Disposition of foreign investment	--	--	(6,348)
Allocated income taxes	--	(219)	(931)
Balance at September 30	$(14,959)	$ 6,767	$ 8,573

PREFERRED STOCK PURCHASE RIGHTS

In November 1995, the Board of Directors adopted a new shareholder rights plan (the "New Plan") to replace the original rights plan upon its expiration in April 1996. In accordance with the New Plan, after giving effect to the August 1996 two-for-one stock split, each certificate representing a share of outstanding common stock of the Company also represents one-half of a Preferred Stock Purchase Right (a "Right"). Each whole Right will entitle the registered holder to purchase from the Company one two-hundredth of a share of Preferred Stock, Series A, par value $1.00 per share, at a price of $270. The Rights, however, will not become exercisable unless and until, among other things, any third party acquires 20% or more of the outstanding stock. The new Rights are redeemable under certain circumstances at $.01 per Right and will expire, unless earlier redeemed, on April 25, 2006. There are 500,000 shares of preferred stock designated Series A, none of which has been issued.

NOTE 11 - COMMITMENTS AND CONTINGENCIES

COMMITMENTS

Rental expense for all operating leases amounted to $52,000 in 1996, $53,000 in 1995 and $49,900 in 1994. Future minimum rental commitments on non-cancelable leases are as follows: 1997 - $32,700; 1998 - $25,900; 1999 - $19,600; 2000 - $15,500; 2001 - $13,000 and an aggregate of $26,400 thereafter.

As of September 30, 1996, the Company had entered into certain commitments for future capital expenditures aggregating approximately $28,000 which will be expended over the next several years.

CONTINGENCIES

The Company believes that its operations comply in all material respects with applicable laws and regulations. The Company is a party to a number of federal proceedings in the United States brought under the Comprehensive Environmental Response, Compensation and Liability Act, also known as Superfund, and similar state laws. The Company is also involved in other legal proceedings and claims which arise in the ordinary course of business, both as a plaintiff and a defendant. The results of these matters, individually and in the aggregate, are not expected to have a material effect on the results of operations, financial condition or cash flows of the Company.

NOTE 12 - STOCK PLANS

STOCK OPTION PLANS
The Company has stock option plans under which key employees have been granted options to purchase shares of the Company's common stock at the fair market value at the time of the grant. The 1990 Stock Option Plan, adopted in 1991, made available 8,000,000 shares of the Company's common stock for the granting of options, almost all of which have been granted. The 1995 Stock Option Plan, adopted in 1995, made available an additional 12,000,000 shares of the Company's common stock for the granting of options. Both the 1995 and 1990 Plans have a provision whereby unqualified options may be granted at, below, or above market value of the Company's stock. If the option price is less than the market value of the Company's stock on the date of grant, the discount is recorded as compensation expense over the service period. There was no such compensation expense in 1996 or 1994. In 1995 such compensation expense amounted to $1,961.

Under certain circumstances, the stock option plans permit the optionee the right to receive cash and/or stock at the Company's discretion equal to the difference between the market value on the date of election and the option price. This difference would be recorded as compensation expense over the vesting period.

A summary of changes in outstanding options is as follows:

<TABLE>
<CAPTION>

	1996		1995		1994	
	Shares	Price Range	Shares	Price Range	Shares	Price Range
Balance at October 1	11,830,092	$13.05 - $25.10	10,161,918	$ 6.34 - $20.05	9,344,088	$ 4.21 - $19.75
Granted	3,285,684	37.66 - 41.82	2,817,636	23.31 - 25.10	2,516,740	17.28 - 20.05
Exercised	(1,395,540)	13.44 - 25.10	(976,742)	6.34 - 25.10	(1,512,700)	4.21 - 20.05
Canceled	(194,524)	17.28 - 40.07	(172,720)	6.34 - 25.10	(186,210)	4.21 - 19.39
Balance at September 30	13,525,712	$13.05 - $41.82	11,830,092	$13.05 - $25.10	10,161,918	$ 6.34 - $20.05
Exercisable at September 30	10,937,251		8,778,116		7,100,934	

Available for grant at:	
October 1, 1995	11,422,976
September 30, 1996	8,331,816

</TABLE>

Options outstanding as of September 30, 1996 expire at various times from June 1997 through July 2006.

OTHER STOCK PLANS

The Company has a compensatory Stock Award Plan which provides for grants of common shares to certain key employees. Distribution of 25% or more of each award, as elected by the grantee, is deferred until after retirement or involuntary termination. Commencing on the first anniversary of a grant, the remainder is distributable in five equal annual installments. During 1996, 80,232 shares were distributed. No awards were granted in 1996 and 1995. Awards for 117,170 shares (net of cancellations) were granted in 1994. At September 30, 1996, 1,459,040 shares were reserved for future issuance, of which awards for 408,346 shares have been granted.

The Company has a compensatory Restricted Stock Plan for Non-Employee Directors which reserves for issuance 150,000 shares of the Company's common stock. Restricted shares of 4,970, 7,550 and 30,458 were issued in 1996, 1995 and 1994, respectively, in accordance with the provisions of the plan.

NOTE 13 - BUSINESS SEGMENT DATA

The Company's operations are composed of two business segments, Medical Supplies and Devices and Diagnostic Systems.

MEDICAL SUPPLIES AND DEVICES
The major products in this segment are hypodermic products, specially designed devices for diabetes care, prefillable drug delivery systems, vascular access products and specialty and surgical blades. The Medical Supplies and Devices segment also includes specialty needles, drug infusion systems, disposable scrubs, elastic support products and thermometers. Distribution of these products is both through distributors and directly to hospitals, laboratories and other end users.

DIAGNOSTIC SYSTEMS
The major products in this segment are manual and instrumented microbiology products, sample collection products, flow cytometry systems for cellular analysis, tissue culture labware, hematology instruments and other diagnostic systems, including immunodiagnostic test kits. Distribution of these products is both through distributors and directly to hospitals, laboratories and other end users.

Sales to a distributor which supplies the Company's products to many end users accounted for approximately 11% of revenues in 1996, 13% of revenues in 1995 and 12% of revenues in 1994, and were from both the Diagnostic Systems and Medical Supplies and Devices segments. No other customer accounted for 10% or more of revenues in each of the three years presented.

The countries in which the Company has local revenue-generating operations have been combined into the following geographic areas: the United States, including Puerto Rico; Europe; and Other, which is composed of Canada, Latin America, Japan and Asia-Pacific.

Segment and geographic area operating income represent revenues reduced by product costs and operating expenses. Unallocated expenses include costs related to management of corporate assets, foreign exchange and interest expense, net.

Financial information with respect to business segment and geographic data for the years ended September 30, 1996, 1995 and 1994 is presented on pages 30 and 31 and is considered to be an integral part of the notes to the consolidated financial statements.

QUARTERLY DATA (UNAUDITED)
Thousands of dollars, except per share amounts

1996	1st	2nd	3rd	4th	Year
Revenues	$639,935	$705,725	$692,945	$731,151	$2,769,756
Gross Profit	291,189	337,016	341,094	371,280	1,340,579
Net Income	44,522	74,790	77,167	86,968	283,447
Earnings Per Share (A)	.32	.55	.58	.66	2.11
1995	**1st**	**2nd**	**3rd**	**4th**	**Year**
Revenues	$593,476	$692,839	$704,096	$722,114	$2,712,525

Gross Profit	266,411	322,602	325,677	361,477	1,276,167
Net Income	33,544	64,929	66,650	86,573	251,696
Earnings Per Share (A)	.23	.46	.47	.63	1.79

(A) Restated to reflect 1996 two-for-one stock split.

Common Stock Prices and Dividends

1996 by Quarter	High	Low	Dividends
First	$38	$31 1/8	$.11 1/2
Second	44 5/8	36 7/8	.11 1/2
Third	42 3/4	37 1/2	.11 1/2
Fourth	44 7/8	35 3/8	.11 1/2

1995 by Quarter	High	Low	Dividends
First	$25	$22 5/8	$.10 1/4
Second	28 5/8	24	.10 1/4
Third	29 7/8	27	.10 1/4
Fourth	31 3/4	27 7/8	.10 1/4

Data for both years have been restated to reflect the two-for-one stock split, the shares for which were distributed in August 1996.

Corporate Data

Annual Meeting
2:30 p.m.
Tuesday, February 11, 1997
1 Becton Drive
Franklin Lakes, NJ 07417-1880

Dividend Reinvestment
The Becton Dickinson Dividend Reinvestment Plan offers shareholders an opportunity to purchase additional shares, commission-free, through automatic dividend reinvestment and/or optional cash investments. Additional information may be obtained by writing to First Chicago Trust Company of New York, Dividend Reinvestment Plan, Becton Dickinson, P.O. Box 2598, Jersey City, NJ 07303-2598.

Independent Auditors
Ernst & Young LLP
433 Hackensack Avenue
Hackensack, NJ 07601-6371
Phone: 201-343-4095

Transfer Agent
and Registrar
First Chicago Trust Company
of New York
P.O. Box 2500
Jersey City, NJ 07303-2500
Phone: 1-800-519-3111
E-mail: fctc@em.fcnbd.com
Internet: http://www.fctc.com

Shareholder Information
Shareholders may receive, without charge, a copy of the company's 1996 Annual Report to the Securities and Exchange Commission on Form 10-K by contacting:

Investor Relations
Becton Dickinson and Company
1 Becton Drive
Franklin Lakes, NJ 07417-1880
Phone: 1-800-284-6845

NYSE Symbol [LOGO]
BDX

EXHIBIT 21

SUBSIDIARIES OF BECTON, DICKINSON AND COMPANY

NAME OF SUBSIDIARY	STATE OF JURISDICTION OF INCORPORATION	PERCENTAGE OF VOTING SECURITIES OWNED
Alchem, Inc.	Massachusetts	100%(1)
A.M.P. San Juan, S.A.	Argentina	20%(1)
Bauer & Black, Inc.	Delaware	100%
BBL Realty, Inc.	Maryland	100%(1)
B D Polska, Ltd. Sp. z.o.o.	Poland	100%(1)
B-D (Cambridge, U.K.) Ltd.	United Kingdom	100%(1)
B-D U.K. Holdings Limited	United Kingdom	100%(1)
Becton Dickinson AcuteCare Holdings, Inc.	Delaware	100%
Becton Dickinson AcuteCare, Inc.	Massachusetts	100%(1)
Becton, Dickinson A.G.	Switzerland	100%(1)
Becton, Dickinson Aktiebolag	Sweden	100%(1)
Becton Dickinson Asia Limited	Singapore	100%(1)
Becton Dickinson (Braunschweig) GmbH	Germany	100%(1)
Becton, Dickinson and Company, Ltd.	Ireland	100%
Becton Dickinson Benelux N.V.	Belgium	100%(1)
Becton, Dickinson B.V.	Netherlands	100%
Becton Dickinson Canada Inc.	Canada	100%(1)
Becton Dickinson Chile, S.A.	Chile	100%(1)
Becton Dickinson de Columbia Ltda.	Columbia	100%(1)
Becton Dickinson del Uruguay S.A.	Uruguay	100%(1)
Becton, Dickinson de Mexico, S.A. de C.V.	Mexico	100%(1)
Becton Dickinson Diagnostics Inc.	Delaware	100%
Becton Dickinson Distribution Center N.V.	Belgium	100%
Becton, Dickinson--France, S.A.	France	100%
Becton Dickinson Enterprises Incorporated	New Jersey	100%(1)
Becton Dickinson Ithalat Ihracit Ltd., Sirketi	Turkey	100%(1)
Becton, Dickinson GESBMSH	Austria	100%(1)
Becton, Dickinson GmbH	Germany	100%(1)
Becton Dickinson Hellas S.A.	Greece	100%
Becton Dickinson Image Cytometry B.V.	Netherlands	100%(1)
Becton, Dickinson Industrias Cirurgicas, S.A.	Brazil	100%(1)
Becton Dickinson India Pvt. Ltd.	India	100%(1)
Becton Dickinson Insulin Syringe, Ltd.	British W. Indies	100%(1)
Becton, Dickinson--Italia S.p.A.	Italy	100%(1)
Becton Dickinson Korea, Inc.	Korea	100%(1)
Becton Dickinson (Mauritius) Limited	Mauritis	100%(1)
Becton Dickinson Medical Devices Co. Ltd. Suzhou	China	70%(1)
Becton Dickinson Medical Products Pte. Ltd.	Singapore	100%(1)
Becton Dickinson Monoclonal Center, Inc.	Delaware	100%(1)
Becton Dickinson New Zealand	New Zealand	100%(1)
Becton Dickinson Overseas Services Ltd.	Nevada	100%(1)
Becton Dickinson O.Y.	Finland	100%
Becton Dickinson Pen Limited	Ireland	100%
Becton Dickinson Penel Limited	Ireland	100%
Becton Dickinson Philippines, Inc.	Philippines	100%(1)

NAME OF SUBSIDIARY	STATE OF JURISDICTION OF INCORPORATION	PERCENTAGE OF VOTING SECURITIES OWNED
Becton Dickinson Pty. Ltd.	Australia	100%
Becton Dickinson Research Corporation	Nevada	100%
Becton Dickinson, S.A.	Spain	100%(1)
Becton Dickinson Sdn.Bhd.	Malaysia	100%(1)
Becton Dickinson (Thailand) Limited	Thailand	100%(1)
Becton, Dickinson U.K. Limited	United Kingdom	100%(1)
Becton Dickinson Infusion Therapy Inc.	Delaware	100%
Becton Dickinson Vascular Access, S.A. de C.V.	Mexico	100%(1)
Becton Dickinson Venezuela, C.A.	Venezuela	100%(1)
Becton Dickinson Worldwide, Inc.	Delaware	100%
Bedins Ltd.	Bermuda	100%(1)
Belvedere, Inc.	New Hampshire	100%(1)
Benex Ltd.	Ireland	100%
BMS Realty, Inc.	Maryland	100%(1)
Cascade Medical Leasing, Inc.	Oregon	100%(1)
Cell Analysis Systems, Inc.	Illinois	100%

Collaborative Biomedical Products, Inc.	Delaware	100%
DWS, Inc.	Oregon	100%
JLI Leasing, Inc.	Maryland	100%(1)
Johnston Ferguson Vestal, Inc.	Maryland	100%
Johnston Laboratories, Inc.	Maryland	100%
Med-Safe Systems, Inc.	California	100%(1)
MICROPETTE, Inc.	Delaware	100%
Nippon Becton Dickinson Company, Ltd.	Japan	100%(1)
Phase Medical, Inc.	California	100%(1)
Promedicor de Mexico, S.A. de C.V.	Mexico	100%(1)
Radem Medical, S.A.	South Africa	100%(1)
Rindanor BD Sociodad Anomina Uruguay..................	Uruguay	100%(1)
228 Coshocton, Inc.	Nevada	100%(1)

</TABLE>

- --------

(1) Owned by a subsidiary of Becton, Dickinson and Company

EXHIBIT 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Registration Statement Nos. 33-22871, 33-23055, 33-33791, 33-40787, 33-53375, 33-58367, 33-64115, 333-11885 and 333-16091 on Form S-8 of Becton, Dickinson and Company and the related Prospectuses of our report dated November 7, 1996, with respect to the consolidated financial statements and schedule of Becton, Dickinson and Company included in this Annual Report (Form 10-K) for the year ended September 30, 1996.

/s/ Ernst & Young LLP

Ernst & Young LLP

Hackensack, New Jersey
December 18, 1996

<TABLE> <S> <C>

<ARTICLE> 5
<LEGEND>
This Schedule contains summary financial information extracted from the Company's Consolidated Financial Statements for the twelve months ended September 30, 1996, and is qualified in its entirety by reference to such financial statements.
</LEGEND>
<MULTIPLIER> 1,000

<S>	<C>
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