



**BD** is a leading global medical technology company that develops, manufactures and sells medical devices, instrument systems and reagents. The Company is dedicated to improving people's health throughout the world. BD is focused on improving drug delivery, enhancing the quality and speed of diagnosing infectious diseases and cancers, and advancing research, discovery and production of new drugs and vaccines. BD's capabilities are instrumental in combating many of the world's most pressing diseases. Founded in 1897 and headquartered in Franklin Lakes, New Jersey, BD employs approximately 29,000 associates in more than 50 countries throughout the world. The Company serves healthcare institutions, life science researchers, clinical laboratories, the pharmaceutical industry and the general public. For more information, please visit [www.bd.com](http://www.bd.com).

### *Financial Highlights*

Thousands of dollars, except per share amounts	2010	2009	Change
<b>Operating results</b>			
Revenues	\$7,372,333	\$6,986,722	5.5%
Income from continuing operations	\$1,176,340	\$1,167,345	0.8%
Diluted earnings per share,			
from continuing operations	4.90	4.73	3.6%
Dividends per common share	1.48	1.32	12.1%

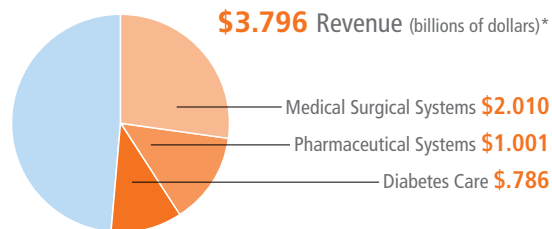


# At a Glance

## BD Medical



**BD Medical** is among the world's leading suppliers of medical devices and a leading innovator in injection- and infusion-based drug delivery since 1906, when the Company built the first-ever facility in the U.S. to manufacture needles and syringes. The BD Medical segment is focused on providing innovative solutions to reduce the spread of infection, enhance diabetes treatment and advance drug delivery.



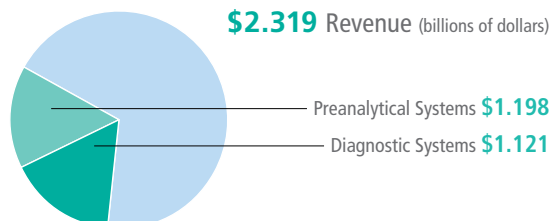
## Customers Served

- Hospitals and clinics
- Physicians' office practices
- Consumers and retail pharmacies
- Governmental and nonprofit public health agencies
- Pharmaceutical companies
- Healthcare workers

## BD Diagnostics



**BD Diagnostics** is a leading provider of products for the safe collection and transport of diagnostics specimens, as well as instruments and reagent systems to accurately detect a broad range of infectious diseases, healthcare-associated infections (HAIs) and cancers. The BD Diagnostics segment focuses on improving health outcomes for patients by providing laboratories with solutions that improve quality, enhance laboratory system productivity and inform medical decisions.



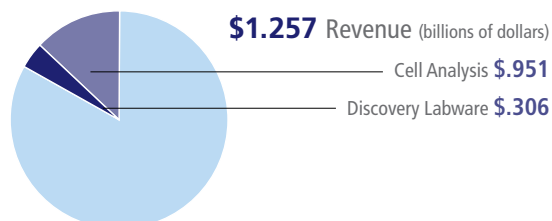
## Customers Served

- Hospitals, laboratories and clinics
- Reference laboratories
- Blood banks
- Healthcare workers
- Public health agencies
- Physicians' office practices
- Industrial and food microbiology laboratories

## BD Biosciences



**BD Biosciences** is a world leader in bringing innovative diagnostic and research tools to life scientists, clinical researchers, laboratory professionals and clinicians who are involved in basic research, drug discovery and development, biopharmaceutical production and disease management. The BD Biosciences segment is focused on continually advancing the science and applications associated with cellular analysis and products that help grow living cells and tissue.



## Customers Served

- Research and clinical laboratories
- Academic and government institutions
- Pharmaceutical and biotechnology companies
- Hospitals
- Blood banks

\*Amounts may not add due to rounding

## Products

- Needles and syringes
- Intravenous catheters
- Safety-engineered and auto-disable devices
- Prefillable drug delivery systems
- Prefilled IV flush syringes
- Insulin syringes and pen needles
- Regional anesthesia needles and trays
- Sharps disposal containers



## Products

- Integrated systems for specimen collection
- Safety-engineered blood collection products and systems
- Automated blood culturing systems
- Molecular testing systems for sexually transmitted diseases and HAIs
- Microorganism identification and drug susceptibility systems
- Liquid-based cytology systems for cervical cancer screening
- Rapid diagnostic assays
- Plated media



## Products

- Fluorescence-activated cell sorters and analyzers
- Monoclonal antibodies and kits for cell analysis
- Reagent systems for life science research
- Cell imaging systems
- Laboratory products for tissue culture and fluid handling
- Cell culture media and supplements for biopharmaceutical manufacturing





# Dear Fellow Shareholders:

*We continue to drive growth through innovation and operating excellence. This strategy serves customers, rewards shareholders and engages our associates.*



To watch a video of Edward J. Ludwig and Vincent A. Forlenza discussing 2010 at BD, visit [www.bd.com/ar10](http://www.bd.com/ar10).

Edward J. Ludwig  
Chairman and  
Chief Executive Officer

Vincent A. Forlenza  
President and  
Chief Operating Officer

## **2010 was another year of solid performance and progress for BD.**

*We exceeded our earnings goals for the 10<sup>th</sup> straight year and returned 66 percent of operating cash flow to our shareholders while increasing our dividend for the 38<sup>th</sup> consecutive year.*

*We also invested \$431 million in R&D and \$537 million in capital to support our strategy.*

We achieved solid revenue growth, although modestly below our original expectations for the year. Good performance in developing country markets partially compensated for weaker demand in the United States and Western Europe, as economic conditions in these areas continued to be challenging.

It is prudent to expect these macroeconomic headwinds to continue for the foreseeable future. Nevertheless, we are committed to delivering double-digit EPS growth while increasing our investments in R&D. Accordingly, we are aggressively reducing G&A expenses as we continue to drive manufacturing operating efficiencies; at the same time, our team is making significant investments to build our capabilities in emerging markets. We are also making efficient use of our strong balance sheet.

### **BD Strategy**

You invested in BD because you share our vision for success. We continue to drive growth through innovation

and operating excellence. This strategy serves customers, rewards shareholders and engages our associates. The fundamental BD Strategy is:

***BD applies technologies to address unmet and sometimes underappreciated — but important — needs within healthcare and life sciences.***

Our four broad areas of focus are:

- » Enabling safer, simpler and more effective parenteral drug delivery
- » Improving clinical outcomes through new, accurate and faster diagnostics
- » Providing tools and technologies to the research community that facilitate basic science, drug discovery and cell therapy
- » Enhancing disease management in diabetes, women's health and cancer, and infection control

## Key Strategic Developments

Consistent with our purpose of “*Helping all people live healthy lives,*” in June BD Medical launched the *BD Ultra-Fine Nano* — the world’s smallest pen needle — which is proven to be as effective as longer needles for patients of all body types and proven to offer a less painful injection experience. We are confident that this tiny needle can ease diabetes patients’ adherence to injectable drug therapy regimens, thereby helping to reduce the disease’s deadly, debilitating and costly complications. BD also launched an innovative collaboration with the Juvenile Diabetes Research Foundation (JDRF) aimed at improving the treatment of type 1 diabetes by developing novel insulin delivery products to enhance the use of insulin pumps. Significant opportunities exist to enhance pump therapy by improving convenience as well as minimizing pain and site infections, helping people with diabetes control glucose levels.

A key objective of the program will be the evaluation of new delivery technologies, including BD microneedles — tiny needles which may be virtually pain free that deliver insulin just beneath the skin, increasing the speed of insulin uptake.

**BD remains focused on driving both top-line and bottom-line growth through an intense focus on strengthening our core businesses.**

we divested our Ophthalmic Systems unit as well as the surgical blades, critical care and extended dwell catheter product platforms of the Medical Surgical Systems unit. These divestitures will enable our BD Medical segment to focus resources and management attention on opportunities which are a preferred strategic fit with its strategy, which focuses on parenteral medication delivery.

BD remains focused on driving both top-line and bottom-line growth through an intense focus on strengthening our core businesses. In fiscal year 2010,

In BD Diagnostics, we completed the acquisition of HandyLab and continued development of the *BD MAX System*, a next-generation automated workstation for molecular testing designed to streamline workflow and enable laboratories to perform state-of-the-art molecular diagnostics with walkaway automation. We plan to launch the new 6-color *BD MAX System* in fiscal year 2011 as an open system for laboratory-developed tests and introduce a series of new BD assays designed to help customers address healthcare-associated infections and enable faster, more accurate diagnosis of infectious disease. We are pleased with the continued progress of our *BD SurePath* cervical cancer screening system, particularly in international markets where BD is collaborating with governments to implement improved screening programs to detect cervical cancer at the earliest stages.

We are also excited about the new BD Biosciences - Advanced Bioprocessing facility in Miami, Florida, the industry’s first fully dedicated, stand-alone “antibiotic-free” and “animal-free” (*AF<sup>2</sup>*) facility for producing high-quality cell culture media and supplements that are used in the production of vaccines and biopharmaceuticals. The new *AF<sup>2</sup>* facility has been designed to meet cGMP (Current Good Manufacturing Practice) requirements in order to deliver a new standard for safety and quality for cell culture media and supplements.

## International Expansion

We also continued to invest in international expansion in 2010, including beginning operations in new manufacturing facilities in Hungary, for Pharmaceutical Systems products, and Mexico, for Medical Surgical Systems products.

We anticipate that over the next decade, an important part of the Company’s revenue growth will come from emerging markets such as China, India and Latin America. We are investing in more capabilities and resources to expand market coverage, and also plan to expand local manufacturing and R&D in some of these regions.

**We anticipate that over the next decade, an important part of the Company’s revenue growth will come from emerging markets such as China, India and Latin America.**

Emerging countries are investing in their health systems to extend health services access to larger populations, and BD is well positioned to provide needed products and training in support of overall health goals in these countries. We have deep capabilities in infectious disease diagnosis, immune system monitoring and infection control. Our experience and capabilities in noncommunicable diseases, such as diabetes and cervical cancer, and fundamental clinical procedures align well with the needs of expanding health systems in emerging countries. We also are recognized as a trusted partner by non-government organizations and international agencies with which we collaborate to help serve the health needs of people living in developing regions such as sub-Saharan Africa and the Caribbean, many of whom rely on international funding sources to access health services.

### Operating Effectiveness

This year, we finished the design phase and began the implementation phase of EVEREST, our multi-year enterprise resource planning program which will provide the foundation for global, common work processes and refresh technology to drive operating effectiveness and improve service excellence to customers. Our ReLoCo (Reliable low-cost manufacturing) initiative also made excellent progress. We will introduce a series of lower-cost hypodermic products for lower-priced developing world markets based on new designs and a new manufacturing process beginning in 2011.

### Financial Performance

BD revenues of \$7.4 billion represent an increase of 5.5 percent over fiscal year 2009. Our diluted earnings per share from continuing operations increased 3.6 percent on a reported basis. Net cash flow provided by continuing operating activities was \$1.7 billion. When we look at past investments in BD over the long term, the returns are quite favorable, as demonstrated in the chart [right].

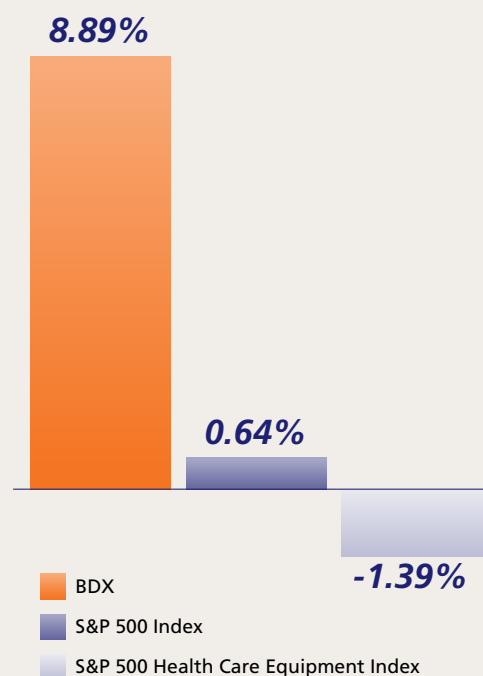
**BD Medical** revenues rose by 6.7 percent over 2009 to \$3.8 billion, or 6.2 percent on a foreign currency-neutral basis. Revenue growth was driven by sales of safety-engineered products and prefilled flush syringes, as well as continued strong growth in worldwide pen needle sales.

**BD Diagnostics** revenues rose by 4.2 percent over 2009 to \$2.3 billion, or 4.0 percent on a foreign currency-neutral basis. Revenue growth in the Preanalytical Systems unit was driven by sales of safety-engineered products. Revenue growth in the Diagnostic Systems unit was driven by worldwide sales of its automated diagnostic platforms.

**BD Biosciences** revenues increased by 4.4 percent over 2009 to \$1.3 billion, or 6.8 percent on a currency-neutral basis. Revenue growth in the Cell Analysis unit reflected increased demand for instruments and reagents and was aided by governmental economic stimulus programs for research in the U.S. and Japan. Revenue growth in the Discovery Labware unit reflected increased sales to major biopharmaceutical customers.

## Total Shareholder Return

(5-Year Compound Annual Growth Rate)  
9/30/05 – 9/30/10\*



\*Based on data provided by Standard & Poor's

## Social Responsibility

BD makes important contributions to society and public health through the products we develop, manufacture and sell around the world. We are privileged to work with partners to add further value via our corporate social investment program which comprises strategic collaborations, philanthropy and volunteering. Some highlights of our efforts this year include:

» **Haiti Disaster Relief:** In January 2010, Haiti suffered a devastating earthquake which left hundreds of thousands dead, millions without homes and countless survivors in desperate need of medical attention. BD responded by committing medical supplies and cash support valued at \$5.7 million, including matching employee donations, to help with relief efforts as well as longer-term recovery activities — the largest single disaster relief donation in BD's history. Our partner organizations effectively distributed IV catheters, antimicrobial scrub brushes and antiseptic, needles and syringes, and various other BD products. In February 2011, BD associates will travel to Haiti to assist in healthcare clinics as part of the sixth annual BD Volunteer Service Trip.

- » **Gulf of Mexico Oil Spill:** In May 2010, BD donated 30,000 syringes and other medical supplies to Direct Relief International for use in animal rescue and rehabilitation sites in Louisiana, Mississippi and Florida. The assortment of syringes was used to feed and medicate sea birds, sea turtles, dolphins and other marine mammals.
- » **BD – PEPFAR Collaboration:** BD and the U.S. President's Emergency Plan for AIDS Relief (PEPFAR) launched a joint, multi-year initiative to improve blood collection practices in African clinics and hospitals. The "Safer Blood Collection" initiative was launched in Nairobi, Kenya under the leadership of the Kenyan Ministries of Health (MOH) through the National AIDS and STI Control Programme. The Project is designed to protect both healthcare workers and patients in countries severely impacted by the HIV/AIDS pandemic by improving blood collection practices and specimen handling. Better blood collection practices improve specimen quality, which ultimately enhances patient care. To date, 20 health workers have been trained as master trainers and they, in turn, trained another 80 healthcare workers in safe blood drawing practices.



BD continues to gain external recognitions around the world in the areas of corporate responsibility, innovation, environment, health and safety, and employer of choice. We are pleased that we ranked #1 in our industry category this year in *FORTUNE's* 2010 World's Most Admired Companies list. Highlights of our many other recognitions are detailed in the next section and on page 6 of this report. These corporate and local recognitions reflect our continued progress in achieving BD's **"Three Greats"**: delivering **great performance** for customers and shareholders, making **great contributions** to society and being a **great place to work**.

The BD – PEPFAR initiative aims to support training for thousands of healthcare workers in sub-Saharan Africa in blood-drawing procedures and specimen handling.



## Environmental Performance

This year, we continued to implement our strategy in the area of environmental sustainability. Our operations have made good progress toward meeting our 2015 environmental targets for energy efficiency and waste reduction. We have also made commitments for renewable energy at a number of our sites and added two sites to our portfolio of LEED buildings, including a Gold Certification for our Canadian headquarters and Silver Certification for our new manufacturing facility in Mebane, North Carolina. We continue to make progress incorporating environmental considerations into our product design processes, and we will report achievements in this area in 2011.

We are pleased that we continue to be recognized for our commitment to the environment. The U.S. Environmental Protection Agency's Green Power Partnership awarded BD a Green Power Leadership Award, and we were again included as a member of the Dow Jones Sustainability World and North America Indexes. We also ranked 24<sup>th</sup> overall, and second in the healthcare sector, in *Newsweek's* Green Rankings of the 500 largest U.S. corporations. We invite you to read more about our commitment in BD's 2009 Sustainability Report at [www.bd.com/sustainability](http://www.bd.com/sustainability).

## Organizational Development

In July, our Board of Directors promoted BD President Vince Forlenza to assume the additional title of Chief Operating Officer. This promotion reflects the additional duties that Vince has taken on during the last two years, the key role he continues to play in developing and implementing BD's strategy and vision, and the leadership and commitment Vince has demonstrated throughout his career at BD.

## Key Board Developments

This year, we were pleased to welcome Chris Jones to our Board of Directors. As the former Chief Executive Officer of JWT Worldwide, one of the world's largest advertising agencies, Chris brings unique global expertise and perspective developed through his extensive and diverse international business experiences. He is also a seasoned global marketing expert who will offer valuable insight as BD expands its business into growing and emerging markets.

## In Summary

Once again, the outstanding efforts of our 29,000 associates across the globe resulted in a year of strong BD performance. As we look toward the future and focus on growth and innovation, we remain ever vigilant about how we conduct business. We are proud of our associates and their commitment to strong ethics and a culture of compliance. This focus has been and will continue to be a cornerstone of how we treat our shareholders, our customers and our associates.

### *Our Core Values:*

- » *We treat each other with respect*
- » *We do what is right*
- » *We always seek to improve*
- » *We accept personal responsibility*

We believe our performance this year has demonstrated BD's ongoing commitment to creating shareholder value. We are pursuing a robust strategy, and have consistently met or exceeded the goals we have set toward reaching our vision. We know you trust us to deliver value for your investment, and we will continue to work to maintain that trust in the months and years to come as we pursue our purpose of ***"Helping all people live healthy lives."***

We look forward to communicating with you throughout the coming year.



**Edward J. Ludwig**  
Chairman and  
Chief Executive Officer



**Vincent A. Forlenza**  
President and  
Chief Operating Officer

## 2010 Awards and Recognition Highlights

### Corporate Citizenship

- » FTSE4Good Index, since 2003
- » Dow Jones Sustainability World Index, since 2006
- » Dow Jones Sustainability North American Index, since 2005
- » World's Most Ethical Companies — Ethisphere Council
- » World's Most Admired Companies — *FORTUNE*

### Innovation

- » Ocean Tomo 300® Patent Index — NYSE Euronext
- » Most Innovative Pharmaceutical and Medical Device Companies — Strategos/wRatings Innovation Index

### Environment, Health and Safety

- » EPA Green Power Partnership — Leadership Club — United States
- » Leading HR Practices Award, HR Advocate Award in Employee Health and Wellness — Singapore Human Resources Institute
- » Peak Performance Award and Nebraska Safety Award — Nebraska Safety Council
- » Green Rankings — *Newsweek*

### Employer of Choice

- » Employer of Choice for Women in Australia — Equal Opportunity for Women in the Workplace
- » Best Workplaces in Canada — Great Place to Work® Institute
- » Best Places to Work in New Jersey — *NJBIZ*, since 2005
- » Best Company in China — Chinese National Standardization Committee for Clinical Laboratories and In Vitro Diagnostics
- » Best Healthcare Technology Company in Spain — Spanish healthcare magazine *Redacción Médica*
- » 2010 Best Employers for Healthy Lifestyles — National Business Group on Health — United States
- » Top 10 BEST Employers™ in South Africa — Corporate Research Foundation Institute
- » Excellent Healthy Workplace — City Government Department of Health, Taipei, Taiwan
- » Best Workplaces in Argentina — Great Place to Work® Institute



## Corporate Information

### Annual Meeting

Tuesday, February 1, 2011 – 1:00 p.m.  
Hilton Short Hills  
41 John F. Kennedy Parkway  
Short Hills, NJ 07078

**This annual report is not a solicitation of proxies.**

### Transfer Agent and Registrar

Computershare Trust Company, N.A.  
250 Royall Street  
Canton, MA 02021  
Phone: 1-877-498-8861  
International: 1-781-575-2726  
Internet: [www.computershare.com](http://www.computershare.com)

### Direct Stock Purchase Plan

The Direct Stock Purchase Plan established through Computershare Trust Company, N.A., enhances the services provided to existing shareholders and facilitates initial investments in BD shares. Plan documentation and additional information may be obtained by calling Computershare Trust Company, N.A., at 1-877-498-8861, or by accessing the “Buy Shares” feature located within the Investor Centre of Computershare’s website at [www.computershare.com](http://www.computershare.com).

**NYSE Symbol: BDX**

## Independent Auditors

Ernst & Young LLP  
5 Times Square  
New York, NY 10036-6530  
Phone: 1-212-773-3000  
Internet: [www.ey.com](http://www.ey.com)

## Shareholder Information

At November 9, 2010, BD had 8,899 shareholders of record. BD’s Statement of Corporate Governance Principles, BD’s Business Conduct and Compliance Guide, the charters of BD’s Committees of the Board of Directors, BD’s reports and statements filed with or furnished to the Securities and Exchange Commission and other information are posted on BD’s website at [www.bd.com/investors](http://www.bd.com/investors).

**Shareholders may receive, without charge, printed copies of these documents, including BD’s 2010 Annual Report on Form 10-K, by contacting:**

Investor Relations  
BD  
1 Becton Drive  
Franklin Lakes, NJ 07417-1880  
Phone: 1-800-284-6845  
Internet: [www.bd.com](http://www.bd.com)

The trademarks indicated by italics are the property of Becton, Dickinson and Company, its subsidiaries or related companies. © 2010 BD

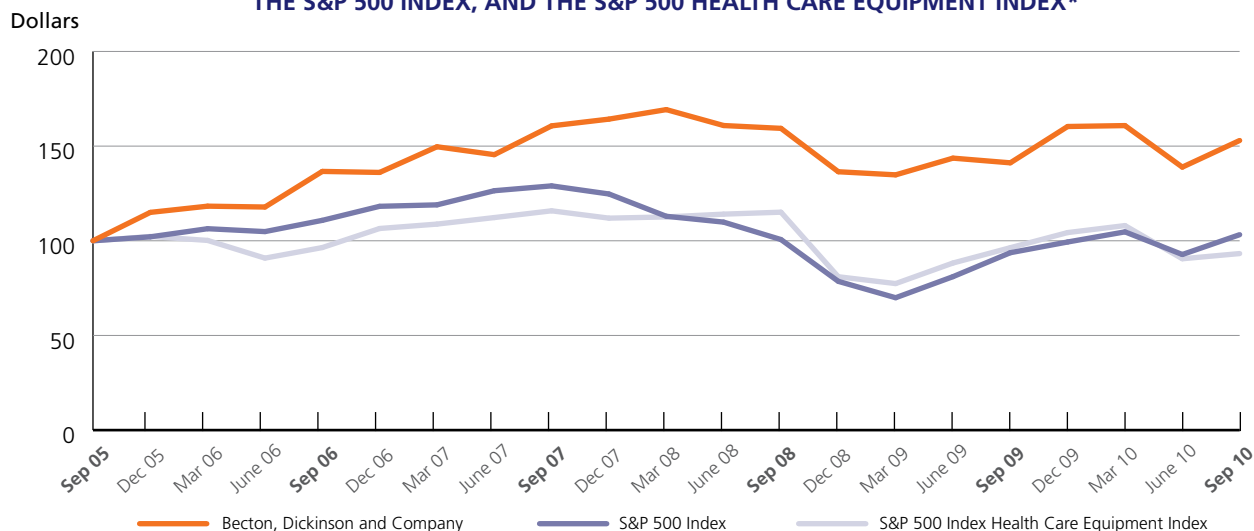
Newsweek logo reprinted from Newsweek, October 25, 2010 © 2010 Harman Newsweek LLC. All rights reserved. Used by permission and protected by the Copyright Laws of the United States. The printing, copying, redistribution, or retransmission of the Material without express written permission is prohibited. [www.newsweek.com](http://www.newsweek.com)

All other brands and logos represented herein are trademarks of their respective owners.

The graph below presents a comparison of cumulative total return to shareholders for the five-year period ended September 30, 2010 for BD, the S&P 500 Index and the S&P 500 Health Care Equipment Index.

Cumulative total return to shareholders is measured by dividing total dividends (assuming dividend reinvestment) plus per share price change for the period by the share price at the beginning of the measurement period. BD’s cumulative shareholder return is based on an investment of \$100 on September 30, 2005 and is compared to the cumulative total return of the S&P 500 Index and the S&P 500 Health Care Equipment Index over the same period with a like amount invested.

### COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN AMONG BECTON, DICKINSON AND COMPANY, THE S&P 500 INDEX, AND THE S&P 500 HEALTH CARE EQUIPMENT INDEX\*



\*Source: Standard & Poor’s

## Corporate Officers

### Edward J. Ludwig

Chairman and  
Chief Executive Officer

### Richard K. Berman

Vice President and Treasurer

### Donna M. Boles

Senior Vice President —  
Human Resources

### Scott P. Bruder, M.D., Ph.D.

Senior Vice President and  
Chief Technology Officer

### Gary M. Cohen

Executive Vice President

### David T. Durack, M.D., D.Phil.

Senior Vice President —  
Corporate Medical Affairs

### David V. Elkins

Executive Vice President  
and Chief Financial Officer

### Vincent A. Forlenza

President and Chief Operating Officer

### David W. Highet

Vice President and  
Chief Intellectual Property Counsel

### William A. Kozy

Executive Vice President

### Dean J. Paranicas

Vice President, Corporate Secretary  
and Public Policy

### Patti E. Russell

Vice President and Chief Ethics  
and Compliance Officer

### Antoinette F. Segreto

Vice President, Tax

### Jeffrey S. Sherman

Senior Vice President and  
General Counsel

### Patricia B. Shrader

Senior Vice President — Corporate  
Regulatory and External Affairs

### William A. Tozzi

Senior Vice President and Controller

## Corporate Directors

### Basil L. Anderson<sup>1,2,5</sup>

Retired Vice Chairman — Staples, Inc.

### Henry P. Becton, Jr.<sup>3,4,5</sup>

Vice Chairman and former President —  
WGBH Educational Foundation

### Edward F. DeGraan<sup>2,4,5</sup>

Retired Vice Chairman — Gillette  
Procter & Gamble Company

### Claire M. Fraser-Liggett, Ph.D.<sup>3,4</sup>

Director — Institute of Genome  
Sciences, University of Maryland  
School of Medicine

### Christopher Jones<sup>1,3</sup>

Retired Chief Executive Officer —  
JWT Worldwide

### Marshall O. Larsen<sup>1,2</sup>

Chairman, President and  
Chief Executive Officer —  
Goodrich Corporation

### Edward J. Ludwig<sup>5</sup>

Chairman and  
Chief Executive Officer — BD

### Adel A. F. Mahmoud, M.D., Ph.D.<sup>3,4</sup>

Professor, Department of Molecular  
Biology and the Woodrow Wilson  
School of Public and International  
Affairs — Princeton University

### Gary A. Mecklenburg<sup>1,3</sup>

Retired President and  
Chief Executive Officer —  
Northwestern Memorial HealthCare

### Cathy E. Minehan<sup>1,3</sup>

Retired President and Chief Executive  
Officer — Federal Reserve Bank  
of Boston

### James F. Orr<sup>1,2,5</sup>

Retired Chairman and Chief Executive  
Officer — Convergys Corporation

### Willard J. Overlock, Jr.<sup>2,4,5</sup>

Retired Partner — Goldman, Sachs & Co.

### Bertram L. Scott<sup>1,2</sup>

President, U.S. Commercial —  
CIGNA Corporation

### Alfred Sommer, M.D., M.H.S.<sup>3,4,5</sup>

Professor of International Health,  
Epidemiology and Ophthalmology —  
Johns Hopkins University Medical  
School and Bloomberg School of  
Public Health

#### Committees appointed by the Board of Directors

- 1- Audit Committee
- 2- Compensation and Benefits Committee
- 3- Corporate and Scientific Affairs Committee
- 4- Corporate Governance and Nominating Committee
- 5- Executive Committee





1 Becton Drive  
Franklin Lakes, NJ 07417  
[www.bd.com](http://www.bd.com)