

BECTON DICKINSON & CO
Form 8-K
February 07, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported) February 1, 2011
BECTON, DICKINSON AND COMPANY**

(Exact Name of Registrant as Specified in Its Charter)
New Jersey

(State or Other Jurisdiction of Incorporation)

001-4802

(Commission File Number)

22-0760120

(IRS Employer Identification No.)

1 Becton Drive, Franklin Lakes, New Jersey

(Address of Principal Executive Offices)

07417-1880

(Zip Code)

(201) 847-6800

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K Filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Shareholders of Becton, Dickinson and Company (the Company) was held on February 1, 2011. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

Item No. 1: All of the Board of Directors' nominees for director were elected to serve until the Company's 2012 Annual Meeting or until their respective successors are elected and qualified, by the votes set forth in the table below:

| Nominee | For | Withheld | Broker Non-Votes |
|--------------------------|-------------|------------|------------------|
| Basil L. Anderson | 157,705,343 | 5,045,850 | 24,956,252 |
| Henry P. Becton, Jr. | 159,896,563 | 2,854,630 | 24,956,252 |
| Edward F. DeGraan | 157,818,968 | 4,938,225 | 24,956,252 |
| Claire M. Fraser-Liggett | 160,063,162 | 2,688,031 | 24,956,252 |
| Christopher Jones | 161,196,675 | 1,554,518 | 24,956,252 |
| Marshall O. Larsen | 155,343,044 | 7,408,149 | 24,956,252 |
| Edward J. Ludwig | 159,521,064 | 3,230,129 | 24,956,252 |
| Adel A.F. Mahmoud | 161,205,210 | 1,545,983 | 24,956,252 |
| Gary A. Mecklenburg | 161,286,812 | 1,464,381 | 24,956,252 |
| Cathy E. Minehan | 94,341,304 | 68,409,889 | 24,956,252 |
| James F. Orr | 157,206,953 | 5,544,240 | 24,956,252 |
| Willard J. Overlock, Jr. | 157,086,651 | 5,664,542 | 24,956,252 |
| Bertram L. Scott | 157,273,907 | 5,477,286 | 24,956,252 |
| Alfred Sommer | 158,108,192 | 4,643,001 | 24,956,252 |

Item No. 2: The appointment of Ernst & Young as the Company's independent registered public accounting firm for fiscal year 2011 was ratified by the shareholders, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 185,584,573 | 1,793,290 | 329,582 | 0 |

Item No. 3: The shareholders approved, on an advisory, non-binding basis, the compensation of certain executive officers, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 154,030,582 | 6,996,888 | 1,723,598 | 24,956,377 |

Item No. 4: The shareholders voted, on an advisory, non-binding basis, on how frequently advisory votes on executive compensation should be held as set forth in the table below:

| One-Year Frequency Vote | Two-Year Frequency Vote | Three-Year Frequency Vote | Abstain | Broker Non-Votes |
|----------------------------|----------------------------|------------------------------|-----------|------------------|
| 124,724,590 | 4,336,910 | 19,221,188 | 5,178,073 | 34,246,684 |

Based on the results of this vote, the Company will implement an annual advisory vote on executive compensation.

Item No. 5: The shareholders rejected a shareholder proposal requesting the Board of Directors to take the steps necessary to allow holders of 10% of the voting power of the Company's outstanding capital stock to call a special meeting of shareholders, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 80,254,187 | 81,691,753 | 805,253 | 24,956,252 |

Item No. 6: The shareholders rejected a shareholder proposal requesting the Board of Directors to take the steps necessary to provide for cumulative voting in the election of directors, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-------------|---------|------------------|
| 59,339,952 | 102,588,351 | 822,890 | 24,956,252 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BECTON, DICKINSON AND COMPANY
(Registrant)

By: /s/ Dean J. Paranicas
Dean J. Paranicas
Vice President, Corporate
Secretary and Public Policy

Date: February 7, 2011