



2013 Annual Report



Helping all people
live healthy lives

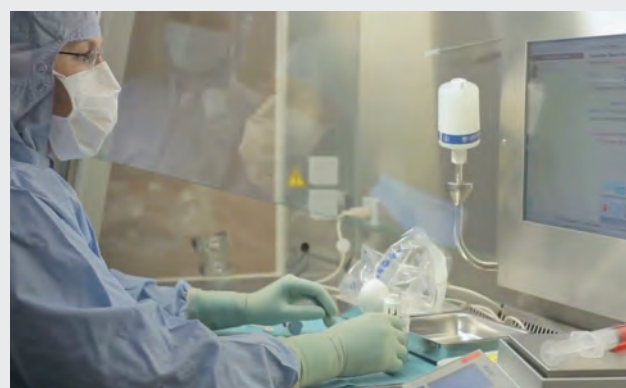
BD is a leading medical technology company that partners with customers and stakeholders to address many of the world's most pressing and evolving health needs. Our innovative solutions are focused on improving drug delivery, enhancing the diagnosis of infectious diseases and cancers, supporting the management of diabetes and advancing cellular research. We are nearly 30,000 associates in 50 countries who strive to fulfill our purpose of *"Helping all people live healthy lives"* by advancing the quality, accessibility, safety and affordability of healthcare around the world.



Increasing Healthcare Access



Optimizing Patient and Employee Safety



Improving Patient Outcomes and Quality of Care



Lowering the Cost of Healthcare Delivery

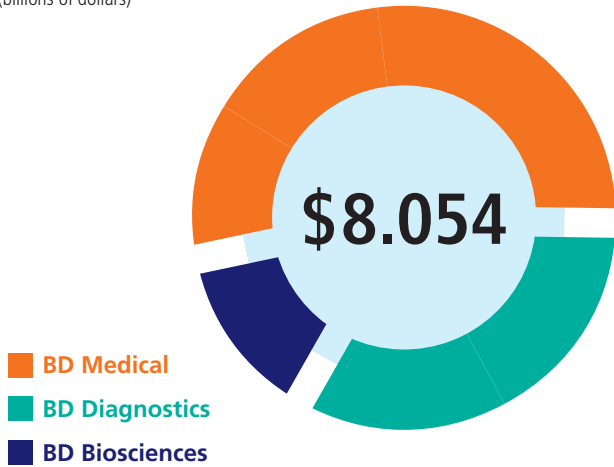
Financial Highlights

Millions of dollars, except per share amounts	2013	2012	Change
Operating results			
Revenues	\$8,054	\$7,708	4.5%
Income from continuing operations	\$929	\$1,110	(16.2%)
Diluted earnings per share, from continuing operations	\$4.67	\$5.30	(11.9%)
Dividends per common share	\$1.98	\$1.80	10.0%



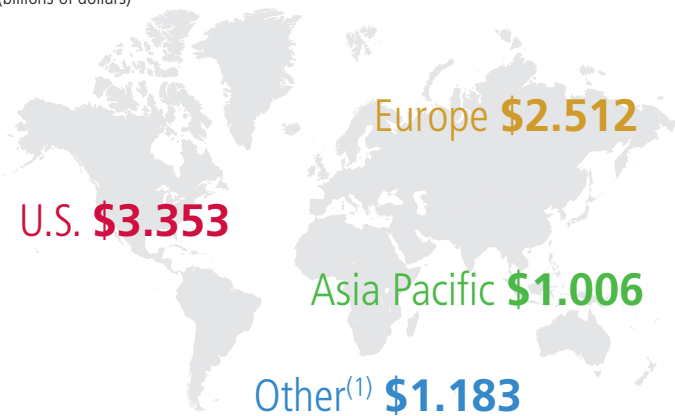
Revenue

(billions of dollars)



Revenue by Region

(billions of dollars)



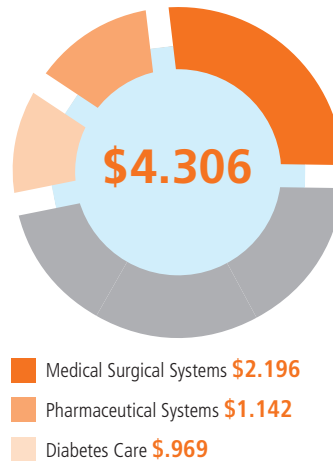
(1) Other is comprised of Latin America, Canada and Japan.

BD Medical

BD Medical focuses on advancing medication delivery, reducing the risk of medication errors and enhancing diabetes treatment. The segment has a history of market-leading innovations in injection- and infusion-based drug delivery and is among the world's leading suppliers of safety-engineered medical devices.

Medical Revenue

(billions of dollars)*



- 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
- Self-injection systems
- Sharps disposal containers
- Closed-system drug transfer devices
- BD Simplist™ line of ready-to-administer prefilled injectables
- Medication workflow solutions

Customers Served

	BD Medical	BD Diagnostics	BD Biosciences
Hospitals	✓	✓	✓
Clinics	✓	✓	✓
Physicians' Office Practices	✓	✓	
Consumers and Retail Pharmacies	✓	✓	
Public Health Agencies	✓	✓	✓
Academic and Government Institutions	✓	✓	✓
Pharmaceutical Companies	✓	✓	✓
Biotechnology Companies	✓		✓
Reference Laboratories		✓	✓
Industrial and Food Microbiology Labs		✓	
Research and Clinical Laboratories		✓	✓
Blood Banks		✓	✓
Alternate Site Healthcare	✓	✓	



*Amounts may not add due to rounding.

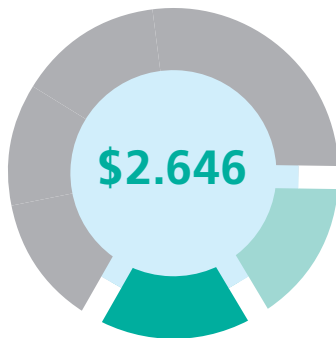


BD Diagnostics

BD Diagnostics focuses on improving quality, increasing productivity and ensuring flexibility to help laboratories guide medical decisions. The segment 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 and cancers.

Diagnostics Revenue

(billions of dollars)



■ Preanalytical Systems **\$1.352**

■ Diagnostic Systems **\$1.294**

- Integrated systems for specimen collection
- Safety-engineered blood collection products and systems
- Automated blood culturing systems
- Molecular testing systems for infectious diseases and women's health
- Microorganism identification and drug susceptibility systems
- Liquid-based cytology systems for cervical cancer screening
- Rapid diagnostic assays
- Plated media
- Microbiology laboratory automation

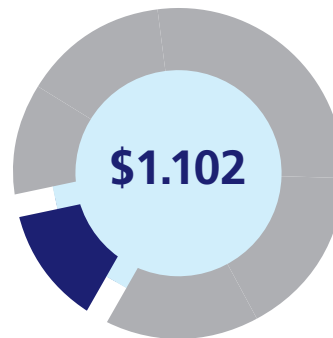


BD Biosciences

BD Biosciences focuses on improving efficiencies and outcomes for researchers, laboratory professionals and clinicians who are involved in research, drug discovery and development, biopharmaceutical production and disease management. The segment is focused on continually advancing the science and applications associated with cellular analysis.

Biosciences Revenue

(billions of dollars)



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





Vincent A. Forlenza
Chairman, Chief Executive Officer and President

Dear Fellow Shareholders,

At the end of my second year as CEO, I'm pleased to report that our financial results remain strong. We announced a plan at the start of fiscal 2013 to continue delivering earnings growth through increased revenues and improved operating effectiveness. I am happy to report that we achieved our goals. I want to thank all of the BD associates whose hard work and focus contributed to a successful year. Together, we increased the percentage of our revenues coming from new products, built on our position in emerging markets and increased our operating effectiveness, all contributing to our continued success. Such stability breeds tremendous opportunity to address a basic and universal human need—health.

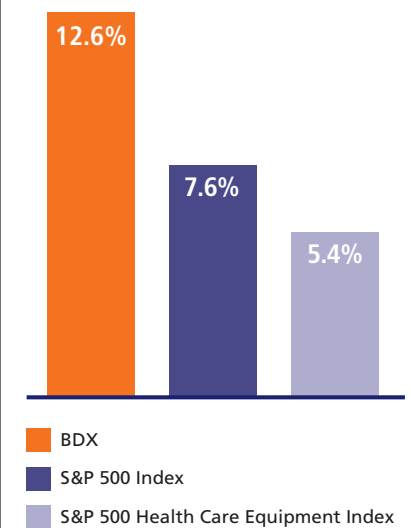
Financial Highlights

In fiscal year 2013, BD reported revenues of \$8.054 billion and diluted earnings per share from continuing operations of \$4.67. As a result of our continued performance across all segments, together with our continued innovation and reinvigorated product pipeline, sales from new products and acquisitions as a percentage of total revenue increased to approximately 13 percent, up from 10 percent in 2012. Emerging markets continued to deliver robust performance, with revenue growth of approximately 12 percent and reaching 24 percent of total company revenues. Our cash flow from operations remained strong, totaling \$1.7 billion, while absorbing the impact of the medical device tax. BD also returned \$0.8 billion to our shareholders through a combination of share buybacks and dividends, as we increased our dividend for the 41st consecutive year.

Our focus on operational effectiveness continued to yield results. We achieved our ReLoCo (Reliable Low Cost) savings goal of \$40-50 million in 2013 and have plans to deliver savings again in 2014. EVEREST, our ERP program to increase efficiencies by replacing our legacy systems, is now live in BD Biosciences and a number of other locations. We expect to go live in an additional 50 sites during 2014.

Total Shareholder Return

(10-Year Compound Annual Growth Rate)
September 30, 2003, to September 30, 2013



“Together, we increased the percentage of our revenues coming from new products, built on our position in emerging markets and increased our operating effectiveness, all contributing to our continued success.”

“We are investing in understanding our customers...to guide and shape our products, services and capabilities into solutions.”



Current State of Healthcare

As I meet with customers around the world, I see firsthand how the healthcare industry is facing tremendous challenges: continued global economic weakness, a changing healthcare landscape, aging populations with increasing prevalence of chronic illnesses and new budgetary constraints. Our customers and constituents across the healthcare continuum are struggling to shape the current healthcare system into a more sustainable model.

Around the world, customers are feeling constraints due to the tightening of healthcare spending. In Europe, austerity measures have led to cuts affecting every aspect of the healthcare industry. In the U.S., our hospital and laboratory customers are adjusting to the reductions in Medicare reimbursement that were included in the Affordable Care Act. For biomedical researchers in the U.S., sequestration cuts to the National Institutes of Health (NIH) have reduced overall funding available for research projects.

The economic pressures in the healthcare industry are forcing our customers around the world to try and balance four overarching needs: increasing access to healthcare; improving clinical outcomes and efficiency; lowering costs of operations and ownership; and optimizing patient and employee safety. These needs are often competing, as financially-stretched health systems remain under tremendous pressure to cut costs and improve quality and access at the same time. These dynamics necessitate, more than ever before, a true partnership between companies like BD and our constituents—including customers, governments and other stakeholders—to deliver effective solutions.

We Are Evolving

Healthcare is often described as a stable industry, but I do not agree with that assessment. What became abundantly clear to me in the last few years is that no matter where you are in the world, healthcare is under significant pressure and scrutiny. I strongly believe that by partnering with our customers and other industry stakeholders we are more effective in facing the pressure head on, innovating and evolving to deal with such challenges.

Over the past century, BD's success depended on our ability to adjust to changes in the healthcare environment and continue to deliver value to our customers. In order to remain a relevant healthcare leader and help our customers address their biggest challenges, we are committed to evolving again.

We are investing in understanding our customers at an unprecedented level around the globe. Currently, we are utilizing these deep and fact-based insights to guide and shape our products, services and capabilities into solutions that address the immediate and future needs of our customers.

Additionally, we are revamping our innovation processes. We trained our top leadership in searching, synthesizing and selecting the right opportunities. We have also effectively integrated and leveraged “tuck-in” acquisitions in adjacent markets, which complement our ability to address customer needs such as medication assurance and laboratory productivity.

To ensure that the broad and varied make-up of our customer base is reflected in our associates, we are focused on building and diversifying our talent. We are also reviewing and improving work processes to ensure that we can react with the agility and speed demanded by the current healthcare environment.

Successful evolution also requires that we view all of our efforts through the critical lens of sustainability. We look forward to sharing our progress in our Sustainability Report later this year.

Creating Solutions Our Customers Need

I am confident that BD is well poised to help our customers succeed in this extremely challenging environment. Our products and services are used throughout healthcare systems worldwide—from hospitals, laboratories and physicians' offices in developed markets, to clinics and health posts in developing and emerging markets.

BD's products and solutions can help address today's most pressing healthcare issues. We are improving medication management, assurance and safety in various areas across the continuum of care. Our diagnostic solutions provide early, accurate results that enable timely and better treatment decisions and improve laboratory productivity. We are empowering researchers to advance their efforts to find cures for ailments and diseases. For each of our healthcare industry segments, we focus on providing flexible solutions that will increase clinician efficiency.

Our customer focus is helping us transition from a provider of high-quality products to a provider of innovative, compelling and relevant healthcare solutions. The initial results of our efforts were evident in 2013. This year, we saw some long-term investments start to gain traction in the marketplace, launched some exciting new products and partnerships, and demonstrated that we understand the dynamic, high-pressure reality our customers in all markets are facing.

In March, we entered a new industry segment with the *BD Simplist* ready-to-administer prefilled generic injectables product line. Manufactured in a new state-of-the-art facility in Wilson, NC, by BD Rx Inc., a wholly-owned subsidiary of BD, the product line is an innovative solution to help healthcare practitioners reduce medication errors and advance drug delivery during a heightened time of need. We received FDA approval for four drugs and expect to bring 20-30 drugs to the market in the next few years.

Another example of our commitment to assured medication safety is the recent acquisition of Cato Software Solutions, which has developed a suite of comprehensive medication safety software for pharmacy intravenous medication preparation. The software helps healthcare providers prevent medication errors and associated costs, automates documentation and reduces dosage waste.

Our acquisition of Safety Syringes, Inc., a privately held California-based company that specializes in the development of anti-needlestick devices for prefilled syringes, further enables us to help our customers optimize patient and employee safety.

The Kiestra Lab Automation acquisition was completed last fiscal year and we are very pleased with the positive response from customers throughout 2013. The *BD Kiestra* product platform automates manual and time-consuming tasks within the microbiology laboratory to increase productivity by as much as 60 percent, while improving time to result for improved clinical responsiveness. We also launched several new assays for the *BD MAX* System, giving customers the ability to balance productivity and cost as they perform





“By engaging the right leaders and establishing an optimal leadership structure, we position ourselves for the future.”

laboratory testing for an expanding menu of infectious diseases. We also saw outstanding acceptance of the *BD Veritor System* for Rapid Detection of Flu A+B and launched an assay on the system to detect RSV, allowing for rapid response at the point of care.

We continued to strengthen our organizations in emerging markets as we grew revenue approximately 12 percent, with China leading the way at more than 20 percent growth. We also saw good performance in areas such as India, Latin America, the Middle East and other Asian countries. Building on the success of the *BD Emerald* syringe and *BD Intima II* catheter, we also expanded our R&D capabilities in Asia during 2013 to better meet the unique needs of emerging markets with products designed specifically for those customers.

Unique Collaborations

In 2013, BD became the first company to establish an executive training curriculum around the principle of shared value, which is to establish new opportunities for business growth by focusing specifically on addressing unmet societal needs. Developed in collaboration with Professor Michael Porter of the Harvard Business School and FSG, a non-profit consulting firm co-founded by Porter, BD University's *Creating Shared Value* workshop was introduced to groups of BD's present and future leaders. The curriculum co-created by BD is being rolled out by FSG to other companies seeking to establish or strengthen their capabilities around this emerging area of strategy leadership.

At the end of our fiscal year, we announced collaboration with the World Health Organization (WHO) to develop and launch the Odon Device, a new obstetrical instrument to assist in the delivery of newborns during troublesome labor. Obstructed or prolonged labors are common causes of maternal and child mortality in developing countries—and when a mother or newborn dies, it has a devastating impact on the family and community. Maternal and newborn mortality reduction are two areas of high priority focus within the United Nations Millennium Development Goals (MDGs). We are pleased to have the opportunity to engage in a development effort so closely linked with these essential global health priorities.

Another program we developed is *BD Helping Build Healthy Communities*, a multi-year BD-driven initiative that we're implementing together with Direct Relief and the National Association of Community Health Centers to support healthcare for underserved and vulnerable populations in the U.S. Through the program, we are providing financial support to advance innovative care models for diabetes management and cervical cancer prevention at community clinics. In addition, the initiative will address local resource constraints through an expanded insulin syringe donation program through which thousands of community health centers across the country will receive BD insulin syringes to help in the treatment of their uninsured and underinsured patients.

Positioned for the Future

By engaging the right leaders and establishing an optimal leadership structure, we position ourselves for the future. To accelerate growth through innovation, we appointed Ellen Strahlman, M.D., M.H.Sc., to the newly created position of Senior Vice President, Research & Development and Chief Medical Officer. In this role, Dr. Strahlman is leading BD's overall innovation strategies in addition

to overseeing the R&D and medical affairs functions. We are also pleased to introduce Christopher Reidy as our new Chief Financial Officer and Executive Vice President of Administration. In addition to his duties in the area of finance, Mr. Reidy is responsible for executive management and oversight of BD's global administration and shared services. Both Dr. Strahlman and Mr. Reidy are welcome additions to our executive management team and will help move our strategy forward.

Last year's appointments, including the introduction of new regional leaders and a chief marketing officer, continue to integrate global considerations and customer insights into fact-based strategies that will drive our performance.

Conclusion

We continue to build our platform for the future by inviting new and diverse perspectives to advance our strategy, while maintaining our commitment to legal compliance and ethical business practices. I would like to express my thanks to our outstanding Board of Directors, as much of our success and adaptability stems from the talented members of the Board. Furthermore, I welcome Catherine Burzik, former CEO of Kinetic Concepts, Inc., our newest Board member. Her broad sense of the industry and knowledge of the global healthcare arena have already brought significant value to the Company.

I'd also like to extend my deepest gratitude to Adel Mahmoud, who will step down from the Board after seven years of dedicated service to BD. Since 2006, his expertise in the pharmaceutical industry, paired with a robust understanding of vaccines and infectious diseases, helped guide our strategy. We wish him the best in his future endeavors.

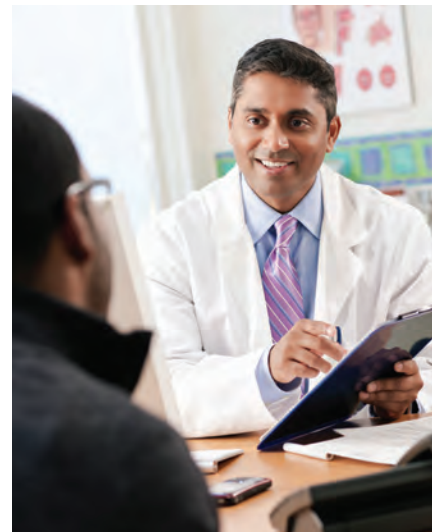
This year we said goodbye to Dr. Leonard Herzenberg, a highly respected researcher in the fields of immunology and genetics and a professor at Stanford University who revolutionized cell biology when he invented the fluorescence-activated cell sorter (FACS) in 1970. The FACS technology was licensed to BD and has provided the foundation of the BD Biosciences flow cytometry business. Dr. Herzenberg and his wife, Dr. Leonore Herzenberg, have been members of the BD family for many years and are personal friends of mine. Leonard will be missed by all of us at BD and by the cell biology community at large.

In closing, I thank you—our shareholders, partners, customers and associates—for your continued support in helping fulfill our purpose of *"Helping all people live healthy lives."* I'm confident that despite the challenges and shifts in healthcare, we have positioned ourselves for ongoing success. Throughout BD's entire history, we have always adapted to meet the needs of our customers and demands of the industry. We consistently maintain a solid foundation and the highest standards—a combination that I know will deliver powerful results and lasting solutions as we look to the future. We look forward to fiscal year 2014 with the optimism built on a strong fiscal year 2013 and the milestones we have achieved.



Vincent A. Forlenza

Chairman, Chief Executive Officer and President



"We consistently maintain a solid foundation and the highest standards—a combination that I know will deliver powerful results and lasting solutions as we look to the future."

2013 Awards, Recognitions and Affiliations

Corporate Sustainability

- » World's Most Ethical Companies—Ethisphere Council, since inaugural year in 2007
- » World's Most Admired Companies—FORTUNE*
- » Dow Jones Sustainability World Index, since 2006
- » Dow Jones Sustainability North American Index, since 2005
- » FTSE4Good Index, since 2003
- » Work-Life Seal of Distinction—WorldatWork's Alliance for Work-Life Progress®
- » Patents for Humanity—The U.S. Patent and Trademark Office

Employer of Choice

- » Best Employers for Healthy Lifestyles®—National Business Group on Health (U.S.)
- » Best Employers™ in South Africa—Corporate Research Foundation Institute
- » CEO Cancer Gold Standard™ Accreditation
- » Employer of Choice for Women in Australia—Equal Opportunity for Women in the Workplace

Environment, Health and Safety

- » U.S. EPA Green Power Partnership Member—2013 Leadership Club
- » Windmade™—Pioneer Company
- » Champion for Change Environmental Excellence Award—Practice Greenhealth
- » U.S. EPA SmartWay® Transport Partner—Member

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PRACTICE
Greenhealth
MEMBER



Corporate Information

Annual Meeting

Tuesday, January 28, 2014—1:00 p.m.
Four Seasons Hotel New York
57 East 57th Street
New York, NY 10022

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

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 stock direct” feature located within the Investor Centre of Computershare’s website at 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

Shareholder Information

At November 9, 2013, BD had 8,369 shareholders of record. BD’s Statement of Corporate Governance Principles, BD’s Code of Conduct, 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.

Shareholders may receive, without charge, printed copies of these documents, including BD’s 2013 Annual Report on Form 10-K, including the financial statements and related schedules, by contacting:

Investor Relations
BD
1 Becton Drive
Franklin Lakes, NJ 07417-1880
Phone: 1-800-284-6845
Internet: www.bd.com

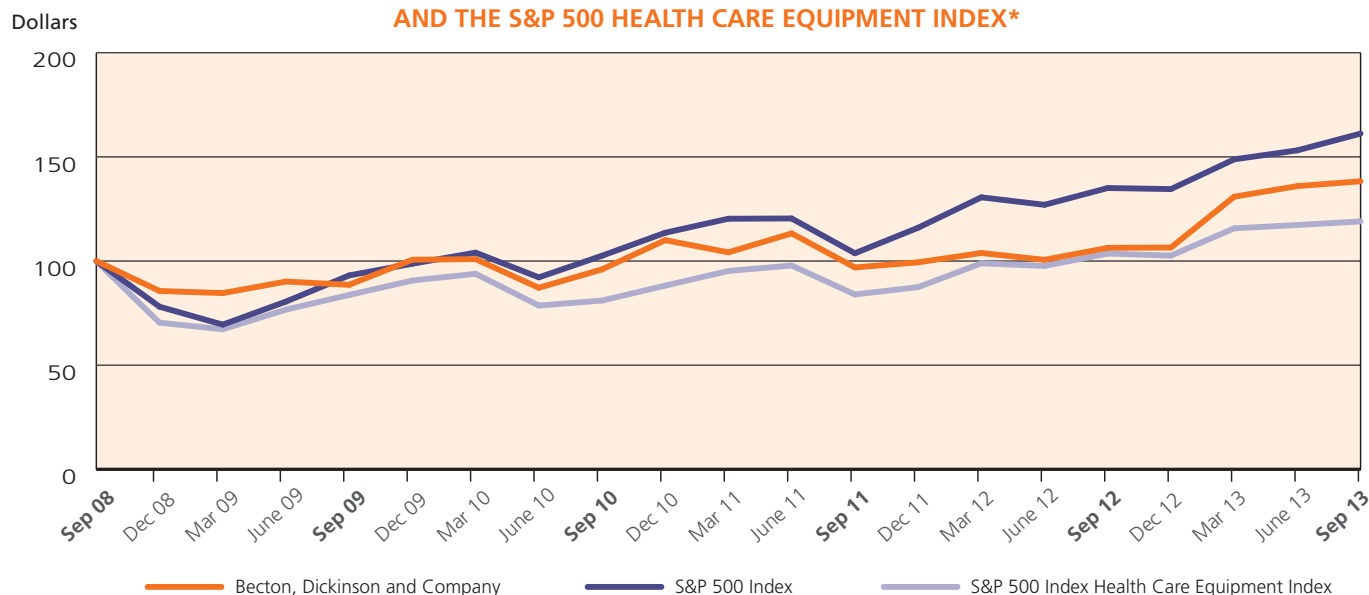
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The graph below presents a comparison of cumulative total return to shareholders for the five-year period ended September 30, 2013, for BD, the S&P 500 Index and the S&P 500 Health Care Equipment Index.

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, 2008, 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

Vincent A. Forlenza

Chairman, Chief Executive Officer and President

Pierre Boisier

Senior Vice President, Quality

Gary M. Cohen

Executive Vice President

Alexandre Conroy

President, Europe, EMA and the Americas

Gary M. DeFazio

Vice President and Corporate Secretary

John E. Gallagher

Vice President and Treasurer

David W. Highet

Vice President and Chief Intellectual Property Counsel

Jerome V. Hurwitz

Senior Vice President, Human Resources

William A. Kozy

Executive Vice President and Chief Operating Officer

James Lim

President, Greater Asia

Richard J. Naples

Senior Vice President, Regulatory Affairs

Thomas Polen

Group President

Christopher R. Reidy

Chief Financial Officer and Executive Vice President of Administration

Patti E. Russell

Vice President and Chief Ethics and Compliance Officer

Antoinette F. Segreto

Vice President, Tax

Nabil Shabshab

Senior Vice President and Chief Marketing Officer

Jeffrey S. Sherman

Senior Vice President and General Counsel

Stephen Sichak, Jr.

Senior Vice President, Integrated Supply Chain

Ellen R. Strahman

Senior Vice President, Research & Development and Chief Medical Officer

Linda Tharby

Group President

Board of Directors

Basil L. Anderson^{1,2,4}

Retired Vice Chairman—Staples, Inc.

Henry P. Becton, Jr.^{3,4,5}

Vice Chairman and former President—WGBH Educational Foundation

Catherine M. Burzik^{1,5}

Former President and Chief Executive Officer—Kinetic Concepts, Inc.

Edward F. DeGraan^{2,3,4}

Retired Vice Chairman—Gillette of Procter & Gamble Company

Vincent A. Forlenza⁴

Chairman, Chief Executive Officer and President

Claire M. Fraser, Ph.D.^{3,5}

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

Christopher Jones^{1,5}

Retired Chief Executive Officer—JWT Worldwide

Marshall O. Larsen^{1,2}

Retired Chairman, President and Chief Executive Officer—Goodrich Corporation

Adel A. F. Mahmoud, M.D., Ph.D.^{3,5}

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

Gary A. Mecklenburg^{1,5}

Retired President and Chief Executive Officer—Northwestern Memorial HealthCare

James F. Orr^{1,2,4}

Retired Chairman and Chief Executive Officer—Convergys Corporation

Willard J. Overlock, Jr.^{2,3,4}

Retired Partner—Goldman, Sachs & Co.

Rebecca W. Rimel^{1,5}

President and Chief Executive Officer—The Pew Charitable Trusts

Bertram L. Scott^{1,2}

President and Chief Executive Officer—Affinity Health Plan

Alfred Sommer, M.D., M.H.S.^{3,4,5}

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 Governance and Nominating Committee

4— Executive Committee


5— Science, Marketing, Innovation and Technology Committee

Printing Information*


To conserve resources and limit environmental impact, the content of this printed report has been printed on Mohawk Silk Loop, an FSC-certified paper that is made using renewable energy. Compared to a standard paper stock, this paper represents the following environmental savings:

 **108**


trees preserved for the future

 **311 lbs**

water-borne waste not created

 **45,755 gal**

wastewater flow saved

 **5,062 lbs**

solid waste not generated

 **9,968 lbs net**

greenhouse gases prevented

 **76,296,000 BTUs**

energy not consumed

 **24,684 lbs ghg**
emissions not generated

10,120 windpower savings

14,564 carbon offset savings

 **26 barrels**
fuel oil unused

11 windpower savings

16 carbon offset savings

 equivalent to not driving
2 mi

1 windpower savings

1 carbon offset savings

 equivalent to planting
1,679 trees

688 windpower savings

991 carbon offset savings



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