

**STATEMENT OF POLICY
FOR THE REVIEW, APPROVAL OR RATIFICATION OF
TRANSACTIONS WITH RELATED PERSONS
As amended and restated November 24, 2009**

The Board of Directors of Becton, Dickinson and Company (together with its subsidiaries, the “Company”) recognizes that transactions with a Related Person (as defined below) present a risk of potential or actual conflicts of interests and/or improper valuation (or the perception thereof). It is the Company's policy to enter into or ratify Related Person Transactions (as defined below) only when the Board of Directors, acting through the Corporate Governance and Nominating Committee (the “Committee”) or as otherwise described herein, determines that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company and its stockholders. Accordingly, the Board has adopted this policy to govern such transactions.

I. Scope and Definitions

1. This policy shall be followed in connection with any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, or any material amendment or modification to any of the foregoing regardless of whether such transaction, arrangement or relationship was previously approved pursuant to this policy (collectively, a “Transaction”) involving the Company and any Related Person. This policy shall be administered by the Committee.

2. For purposes of this policy:

- A “Related Person” is any person who is, or at any time since the beginning of the Company’s current fiscal year was, a director or executive officer of the Company, any nominee for director, any shareholder known to own in excess of 5% of the Company’s common stock (other than an Investing 5% Shareholder ([as defined below])), or an “Immediate Family Member” (as defined below) of any such person.
- An “Investing 5% Shareholder” means a shareholder known to own in excess of 5% of the Company’s common stock who has acquired such stock and who is able to represent that his, her or its interest was not for the purpose, or did not have the effect, of changing or influencing the control of the Company, and his, her or its direct or indirect ownership of the Company’s common stock is less than 20%.
- “Immediate Family Member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of a director, executive officer, nominee for director, or more than 5% beneficial owner excluding an Investing 5% Shareholder, and any person (other than a tenant or an employee) sharing the household of such person.
- A “Related Person Transaction” consists of any Transaction involving the Company and any Related Person, in which the Related Person has, or will have, a direct or indirect material interest, that is subject to the requirements of Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934 (the “Exchange Act”).

3. The following Transactions are deemed not to create or involve a material interest on the part of a Related Person and shall not be considered to be Related Person Transactions pursuant to this policy:

- (a) Transactions available to employees generally, such as employee discounts.
- (b) Charitable contributions made by the Company pursuant to BD's Charitable Contributions Policy, Principle No. 31 of BD's Corporate Governance Principles (the "Principles"), or the Company's Matching Gifts Program.
- (c) Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or By-laws or pursuant to any agreement or instrument.

4. Whether or not the Related Person's interest in a Transaction is material will depend on all relevant facts and circumstances. To assist with materiality determinations, the Committee may adopt and rely on categorical standards similar to those that have been adopted for purposes of determining director independence pursuant to the Principles.

II. Review Procedures

1. All Related Person Transactions must be approved or ratified by the Corporate Governance and Nominating Committee. If the Related Person Transaction involves a Related Person who is a (a) director and also is a member of the Committee, or (b) an Immediate Family Member of such director, such director may not participate in the Committee's deliberations or vote respecting such approval or ratification; provided, however, that such director may be counted in determining the presence of a quorum at a meeting of the Committee during which such Related Person Transaction is considered.

2. As a general rule, a Related Person Transaction shall be submitted to the Committee for approval prior to its consummation. Such submission shall include: (a) the Related Person's relationship to the Company and interest in the Related Person Transaction; (b) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction and the approximate value of the Related Person's interest in such transaction (without regard to profit or loss); (c) the anticipated benefits to the Company of the proposed Related Person Transaction; (d) if applicable, the availability of other sources of comparable products or services; (e) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally; and (f) any other information regarding the Related Person Transaction that could be material to investors.

3. The Committee shall consider all of the relevant facts and circumstances available to it, including, but not limited to: (a) the benefits to the Company; (b) if applicable, the availability of other sources for comparable products or services; (c) the terms of the transaction; (d) if applicable, the terms available to unrelated third parties or to employees generally; and (e) if the Related Person is a director, director nominee, an Immediate Family Member of a director or nominee, or an entity in which a director or nominee is a partner, shareholder, or executive officer, if applicable: (i) the impact on a director's independence under the rules of the New York Stock Exchange, under law or under any rule or regulation of any other regulatory body or self-regulatory body applicable to the Company; (ii) the director's or nominee's status as a "non-employee director" under Rule 16b-3 under the Exchange Act or an "outside director" under Section 162(m) of the Internal Revenue Code, if such person serves or is to serve on the Compensation and Benefits Committee of the Board; or (iii) the director's or nominee's status as an independent director under Rule 10A-3 of the Exchange Act, if such person serves or is to serve on the Audit Committee of the Board.

4. The Committee shall approve or ratify only those Related Person Transactions that the Committee determines in its business judgment are fair and reasonable to the Company and in, or not inconsistent with, the best interests of the Company and its stockholders. The Committee shall not, however, be required by this policy to obtain a fairness opinion or other third party support or advice regarding the fairness of the transaction, but may do so if it so determines in its discretion.
5. In the event Company management determines it is appropriate to seek expedited review of a Related Person Transaction, the Chair of the Committee may review and approve the Related Person Transaction in accordance with the criteria set forth herein. If the Chair or his or her Immediate Family Member is the subject Related Person, such transaction may be reviewed and approved pursuant to this paragraph 5 by the Lead Director. The Chair of the Committee or the Lead Director, or if the Chair of the Committee and the Lead Director are the same person, then the member of the Committee having the most seniority on the Committee, as the case may be, shall report any such approval to the Committee at the Committee's next regularly scheduled meeting.
6. In the event the Company becomes aware of a Related Person Transaction that has not been approved under this policy prior to its consummation, the matter shall be reviewed by the Committee as provided herein. The Committee shall consider all of the relevant facts and circumstances respecting such Related Person Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of such Related Person Transaction, and shall take such course of action as the Committee deems appropriate under the circumstances.
7. The procedures set forth in this Policy are supplemental to, and are not intended to replace or supersede, any other policies or procedures of the Company that require any governing body or an officer of the Company to review and/or approve Company transactions. In addition, these procedures are supplemental to, and are not intended to replace or supersede, the Company's other policies and procedures that may be applicable to transactions with Related Persons, including the Guide and the Principles. Directors and executive officers shall continue to adhere to their obligations and responsibilities under the foregoing other policies and procedures. Transactions that are subject to the procedures set forth in this Policy must be reported by each director, nominee for director, and executive officer as required by this policy regardless of whether such Transactions are in compliance with the foregoing other policies and procedures.
8. If a Related Person Transaction requires approval by the stockholders of the Company under its Certificate of Incorporation, the rules of the New York Stock Exchange or applicable law, such proposed Related Person Transaction shall also be subject to such required stockholder approval.
9. A Transaction of the type contemplated by Article X of the Company's By-Laws in which a director or executive officer is a party or in which such director or executive officer may be interested, and in which such director or executive officer may personally benefit, and which is approved or ratified by the Committee pursuant to this policy, shall be deemed approved or ratified for purposes of Article X of the By-Laws.
10. Not later than its last scheduled meeting of each fiscal year, and more frequently if appropriate, the Board shall review this policy and make changes as appropriate.