

BECTON DICKINSON &amp; CO

Form 4

January 14, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BECTON HENRY P JR

2. Issuer Name **and** Ticker or Trading  
Symbol  
BECTON DICKINSON & CO  
[BDX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/12/2015

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

C/O BECTON, DICKINSON AND  
COMPANY, 1 BECTON DRIVE

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

FRANKLIN LAKES, NJ 07417

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/12/2015		M		2,160	A \$ 57.21	113,753	I	See footnote <u>(1)</u>
Common Stock							75,213	I	See footnote <u>(2)</u>
Common Stock							37,166	I	By wife <u>(3)</u>
Common Stock							108,552	I	See footnote

Common Stock	11,175	I	(4) See footnote (5)
Common Stock	17,000	I	See footnote (6)
Common Stock	26,192 (7)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 57.21	01/12/2015		M		2,160		02/01/2006 <sup>(8)</sup>	02/01/2015	Common Stock	2,160

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BECTON HENRY P JR C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417	X

## Signatures

Richard Stout, by power of attorney for Henry P.  
Becton, Jr.

01/14/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares held in trust and/or limited liability company for benefit of reporting person.
- (2) Represents shares held in trust of which reporting person is a beneficiary and a trustee.
- (3) Represents shares held in trust and directly by spouse.
- (4) By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees. The reporting person disclaims beneficial ownership of these shares.
- (5) By trust for benefit of reporting person and his siblings, of which he is a co-trustee.
- (6) Represents shares held in trust for benefit of reporting person's wife and descendants of which wife is a co-trustee. The reporting person disclaims beneficial ownership of these shares.
- (7) Includes restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (8) The stock options vest in four annual installments beginning February 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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