#### **BECTON DICKINSON & CO**

Form 4 May 11, 2015

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** COHEN GARY M			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			BECTON DICKINSON & CO [BDX]	(Check all applicable)			
(Last) (First) (Middle)  C/O BECTON, DICKINSON AND COMPANY, 1 BECTON DRIVE		SON AND	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2015	Director 10% OwnerX Officer (give title Other (specibelow) below)  Executive Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
FRANKLIN LAKES, NJ 07417				Form filed by More than One Reporting Person			

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/08/2015		M	23,922	A	\$ 62.5	96,237	D	
Common Stock	05/08/2015		D	10,432	D	\$ 142.9 (1)	85,805	D	
Common Stock	05/08/2015		S	13,490	D	\$ 142.9 (1)	72,315	D	
Common Stock							2,880	I	By children

Common Stock

1. Title of

 $18,100^{(2)}$ 

I

SIP Trust

(9-02)

7. Title and Amo

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

3. Transaction Date 3A. Deemed

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

5. Number of 6. Date Exercisable and

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

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Secu (Instr. 3 and 4)	
				Code V	,	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Rights	\$ 62.5	05/08/2015		M	23,922	11/25/2009(3)	11/25/2018	Common Stock	23

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Officer Director 10% Owner

Other

COHEN GARY M C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417

**Executive Vice President** 

### **Signatures**

Richard Stout, by power of attorney for Gary M. Cohen

05/11/2015

\*\*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).
- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions (1) ranged from \$141.95 through \$143.43. Full information regarding the number of shares purchased at each separate price will be provided to the Securities and Exchange Commission, the issuer or a security holder of the issuer upon request.

**(2)** 

Reporting Owners 2

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Represents shares of common stock held under the Becton, Dickinson and Company Savings Incentive Plan (the "SIP"). The information presented for the SIP is as of April 30, 2015.

(3) The stock appreciation rights vest in four annual installments beginning November 25, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.