

BECTON DICKINSON & CO
Form 3
October 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Tharby Linda M
 (Last) (First) (Middle)
 2. Date of Event Requiring Statement
 (Month/Day/Year)
 10/01/2014
 3. Issuer Name and Ticker or Trading Symbol
 BECTON DICKINSON & CO [BDX]
 4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

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

(Street)

FRANKLIN LAKES, NJ 07417

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Segment Pres. Life Sciences

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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,438 ⁽¹⁾ | D | À |
| Common Stock | 1,492 | I | GSIP Trust ⁽²⁾ |
| Common Stock | 90 | I | SIP Trust ⁽³⁾ |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Appreciation Rights | 11/20/2008 ⁽⁴⁾ | 11/20/2017 | Common Stock | 3,605 | \$ 84.33 | D | Â |
| Stock Appreciation Rights | 11/24/2010 ⁽⁵⁾ | 11/24/2019 | Common Stock | 9,854 | \$ 75.63 | D | Â |
| Stock Appreciation Rights | 11/23/2011 ⁽⁶⁾ | 11/23/2020 | Common Stock | 12,958 | \$ 76.64 | D | Â |
| Stock Appreciation Rights | 11/22/2012 ⁽⁷⁾ | 11/22/2021 | Common Stock | 14,666 | \$ 72.12 | D | Â |
| Stock Appreciation Rights | 11/20/2013 ⁽⁸⁾ | 11/20/2022 | Common Stock | 16,221 | \$ 76.18 | D | Â |
| Stock Appreciation Rights | 11/26/2014 ⁽⁹⁾ | 11/26/2023 | Common Stock | 11,094 | \$ 108.89 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tharby Linda M C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417 | Â | Â | Â Segment Pres. Life Sciences | Â |

Signatures

Richard Stout, by power of attorney for Linda M. Tharby

10/10/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
 - (2) Represents shares of common stock held under the Becton, Dickinson and Company Global Share Investment Program (the "GSIP"). The information presented for the GSIP is as of August 31, 2014.
 - (3) 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 August 31, 2014.
 - (4) The stock appreciation rights vest in four annual installments beginning November 20, 2008.

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- (5) The stock appreciation rights vest in four annual installments beginning November 24, 2010.
- (6) The stock appreciation rights vest in four annual installments beginning November 23, 2011.
- (7) The stock appreciation rights vest in four annual installments beginning November 22, 2012.
- (8) The stock appreciation rights vest in four annual installments beginning November 20, 2013.
- (9) The stock appreciation rights vest in four annual installments beginning November 26, 2014.

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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