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BECTON DICKINSON & CO

Form 3

December 23, 2014

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Gallagher John E

(Last) (First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

12/22/2014

4. Relationship of Reporting

(Check all applicable)

BECTON DICKINSON & CO [BDX]

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Street)

Director _X__ Officer

10% Owner

Other (give title below) (specify below) VP, Corp Finance and Treasurer 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

FRANKLIN LAKES, NJÂ 07417

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock

 $2,224 \stackrel{(1)}{=}$

Â D

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)

1. Title of Derivative Security 2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Derivative

Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Appreciation Rights	11/20/2013(2)	11/20/2022	Common Stock	9,246	\$ 76.18	D	Â
Stock Appreciation Rights	11/26/2014(3)	11/26/2023	Common Stock	8,453	\$ 108.89	D	Â
Stock Appreciation Rights	11/25/2015(4)	11/25/2024	Common Stock	6,424	\$ 134.73	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships					
18	Director	10% Owner	Officer	Other			
Gallagher John E C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417	Â	Â	VP, Corp Finance and Treasurer	Â			

Signatures

Richard Stout, by power of attorney for John E.

Gallagher

12/23/2014

**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) Represents restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (2) The stock appreciation rights vest in four annual installments beginning November 20, 2013.
- (3) The stock appreciation rights vest in four annual installments beginning November 26, 2014.
- (4) The stock appreciation rights vest in four annual installments beginning November 25, 2015.

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.

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