BECTON DICKINSON & CO

Form 4 May 21, 2015

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

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

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Tharby Linda M

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

BECTON DICKINSON & CO

[BDX]

(Check all applicable) Director 10% Owner

Executive Vice President

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

05/20/2015

X_ Officer (give title below)

Other (specify

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

(Street)

(First)

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

FRANKLIN LAKES, NJ 07417

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/20/2015		M	3,147	A	\$ 84.33	9,844	D	
Common Stock	05/20/2015		D	1,869	D	\$ 142 (1)	7,975	D	
Common Stock	05/20/2015		S	1,278	D	\$ 142 (1)	6,697	D	
Common Stock	05/21/2015		M	458	A	\$ 84.33	7,155	D	
Common Stock	05/21/2015		D	272	D	\$ 142.02	6,883	D	

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					(2)			
Common Stock	05/21/2015	S	186	D	\$ 142.02 (2)	6,697	D	
Common Stock	05/21/2015	M	9,854	A	\$ 75.63	16,551	D	
Common Stock	05/21/2015	D	5,249	D	\$ 142.02 (2)	11,302	D	
Common Stock	05/21/2015	S	4,605	D	\$ 142.02 (2)	6,697	D	
Common Stock						1,492 (3)	I	GSIP Trust
Common Stock						91 (4)	I	SIP Trust

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

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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. Transactic Code (Instr. 8)	5. Number out 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nur of Sha
Stock Appreciation Rights	\$ 84.33	05/20/2015		M	3,147	11/20/2008(5)	11/20/2017	Common Stock	3,1
Stock Appreciation Rights	\$ 84.33	05/21/2015		M	458	11/20/2008(5)	11/20/2017	Common Stock	4.
Stock Appreciation	\$ 75.63	05/21/2015		M	9,854	11/24/2010 <u>(6)</u>	11/24/2019	Common Stock	9,8

(e.g., puts, calls, warrants, options, convertible securities)

SEC 1474

(9-02)

Rights

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

Executive Vice President

Signatures

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

05/21/2015

**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 \$142.00 through \$142.03. 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.
- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions (2) ranged from \$142.00 through \$142.14. 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.
- (3) 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.
- (4) 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.
- (5) The stock appreciation rights vest in four annual installments beginning November 20, 2008.
- (6) The stock appreciation rights vest in four annual installments beginning November 24, 2010.

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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