

Borzi James W
Form 4
November 28, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Borzi James W

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP & Chief Supply Chain Offer

(Street)
FRANKLIN LAKES, NJ 07417

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
____ 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. 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)
Common Stock	11/26/2018		A	(A) or (D) 1,380 (1)	\$ 0 3,633	D	
Common Stock	11/26/2018		F	201 (2)	D \$ 0 3,432	D	
Common Stock	11/26/2018		A	1,168 (3)	A \$ 0 4,600	D	
Common Stock					126 (4)	I	401(k) Trust

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

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(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 (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 Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 242.1	11/26/2018		A	4,724	11/26/2019 ⁽⁵⁾ 11/26/2028	Common Stock 4,724

Reporting Owners

Reporting Owner Name / Address

Borzi James W
C/O BECTON, DICKINSON AND COMPANY
1 BECTON DRIVE
FRANKLIN LAKES, NJ 07417

Relationships

Director 10% Owner Officer Other

EVP & Chief Supply Chain Officer

Signatures

Richard Stout, by power of attorney for James W Borzi

11/28/2018

 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 vesting under performance units granted on November 26, 2015.
- (2) Represents shares withheld for payment of withholding taxes in connection with (A) vesting of the performance units referred to in footnote (1) and (B) the vesting of restricted stock units as previously reported on Table I.
- (3) Represents restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (4)

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Represents shares of common stock held under the Becton, Dickinson and Company 401(K) Plan (the "401(k) Plan"). The information presented for the 401(k) Plan is as of July 1, 2018.

(5) The stock appreciation rights vest in four annual installments beginning November 26, 2019.

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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