

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Becton, Dickinson and Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

Shareholder Meeting Notice

Becton, Dickinson and Company's Annual Meeting of Shareholders will be held on Tuesday, January 28, 2020 at 1:00 p.m. EST at The Westin Governor Morris, 2 Whippany Road, Morristown, New Jersey.

The Board of Directors recommends a vote FOR all the nominees listed, FOR Proposals 2, 3, 4 and 5, and AGAINST Proposal 6.

1. Election of Directors:

Catherine M. Burzik, R. Andrew Eckert, Vincent A. Forlenza, Claire M. Fraser, Jeffrey W. Henderson, Christopher Jones, Marshall O. Larsen, David F. Melcher, Thomas E. Polen, Claire Pomeroy, Rebecca W. Rimel, Timothy M. Ring and Bertram L. Scott.

2. Ratification of selection of independent registered public accounting firm.

3. Advisory vote to approve named executive officer compensation.

4. Approval of amendment to BD's 2004 Employee and Director Equity-Based Compensation Plan.

5. Approval of French Addendum to BD's 2004 Employee and Director Equity-Based Compensation Plan.

6. Shareholder proposal regarding special shareholder meetings.

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or by telephone (as described in the proxy statement) or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. For information on how to obtain directions to the meeting and vote in person, please call the Company's Corporate Secretary at 201-847-6800.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded title bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to www.envisionreports.com/BDX. Click Cast Your Vote or Request Materials.
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to investorvote@computershare.com with "Proxy Materials Becton, Dickinson and Company" in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by January 14, 2020.