

**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:

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on January 26, 2021.**

BECTON, DICKINSON AND COMPANY

*BECTON, DICKINSON AND COMPANY
1 BECTON DRIVE
FRANKLIN LAKES, NJ 07417-1880
ATTN: PATRICIA WALESEWICZ*

D27866-Z78646-P47185

Shareholder Meeting Information

Meeting Type: Annual Meeting
For Holders as of: December 7, 2020
Date: January 26, 2021 **Time:** 1:00 p.m. Eastern Time
Location: www.virtualshareholdermeeting.com/BDX2021

The company will be hosting the meeting live via the Internet. Please visit www.virtualshareholdermeeting.com/BDX2021 to attend and enter the number that appears in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page).

You are receiving this notice because you hold shares in Becton, Dickinson and Company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that contain important information and are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and instructions on how to vote.

— **How to Access Proxy Materials** —
Before You Vote

Proxy Materials Available to VIEW or RECEIVE:

- Notice and Proxy Statement
- Annual Report on Form 10-K

How to View Online:

Have the number that appears in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request. You can also use one of these methods to request paper or email copies of proxy materials relating to future shareholder meetings.

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the number that appears in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before January 12, 2021 to facilitate timely delivery. Unless you so request, you will not otherwise receive a paper or email copy of these materials.

— **How To Vote** —
Please Choose One of the Following Voting Methods

Vote By Internet:

Before The Meeting:

Go to www.proxyvote.com. Have the number that appears in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

During The Meeting:

Go to www.virtualshareholdermeeting.com/BDX2021. Have the number that appears in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following proposals:

- | | |
|---|---|
| 1. Election of Directors.
Nominees:
1a. Catherine M. Burzik
1b. R. Andrew Eckert
1c. Vincent A. Forlenza
1d. Claire M. Fraser
1e. Jeffrey W. Henderson
1f. Christopher Jones
1g. Marshall O. Larsen
1h. David F. Melcher
1i. Thomas E. Polen
1j. Claire Pomeroy
1k. Rebecca W. Rimmel
1l. Timothy M. Ring
1m. Bertram L. Scott | 2. Ratification of the selection of the independent registered public accounting firm.
3. Advisory vote to approve named executive officer compensation.
The Board of Directors recommends you vote AGAINST the following proposal:
4. Shareholder proposal seeking to lower the ownership threshold required to call a special shareholders meeting, if properly presented at the meeting.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof. |
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