SEC Form 4

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<tr><td>FORM 4</td><td colspan="2">UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549</td><td>OMB APPROVAL</td></tr>
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| | UNITED STATES SECURITIES AND EXCHANGE COMMISSION | OMB APPROVAL |

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☒ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| 1. Name and Address of Reporting Person [*]
Hickey David

(Last) (First) (Middle)
C/O BECTON, DICKINSON AND COMPANY

(Street)
FRANKLIN LAKES   NJ   07417

(City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
BECTON DICKINSON & CO [BDX]
3. Date of Earliest Transaction (Month/Day/Year)
08/11/2023

4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director   10% Owner
X Officer (give title below)   Other (specify below)
EVP & President, Life Sciences

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person |

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/11/2023		M		3,883	A	$132.54	9,030	D	
Common Stock	08/11/2023		D		1,857	D	$277.85	7,173	D	
Common Stock	08/11/2023		S		2,974	D	$277.85[(1)]	4,199	D	

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	$132.54[(2)]	08/11/2023		M			3,883[(2)]	11/25/2015[(3)]	11/25/2024	Common Stock	3,883	$0	0	D	

Explanation of Responses:

1. The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from $277.41 to $280.00. 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 upon request.

2. Award terms reflect adjustments made in connection with the spin-off of Embecta Corp.

3. The stock appreciation rights vest in four annual installments beginning November 25, 2015.

Donna Kalazdy, by power of attorney for David Hickey   08/14/2023
** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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 Number.