

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**

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

1. Name and Address of Reporting Person * <b>FORLENZA VINCENT A</b>  (Last) (First) (Middle) <b>C/O BECTON, DICKINSON AND COMPANY</b> <b>1 BECTON DRIVE</b>  (Street) <b>FRANKLIN LAKES NJ 07417</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BECTON DICKINSON &amp; CO [ BDX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, CEO and President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/23/2020</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/23/2020		M		8,464	A	\$72.12	217,328	D	
Common Stock	01/23/2020		D		2,180	D	\$280.06 <sup>(1)</sup>	215,148	D	
Common Stock	01/23/2020		S		6,284	D	\$280.06 <sup>(1)</sup>	208,864	D	
Common Stock	01/24/2020		M		9,666	A	\$72.12	218,530	D	
Common Stock	01/24/2020		D		2,489	D	\$280.13 <sup>(2)</sup>	216,041	D	
Common Stock	01/24/2020		S		7,177	D	\$280.13 <sup>(2)</sup>	208,864	D	
Common Stock	01/27/2020		M		34,406	A	\$72.12	243,270	D	
Common Stock	01/27/2020		D		8,860	D	\$280.09 <sup>(3)</sup>	234,410	D	
Common Stock	01/27/2020		S		25,546	D	\$280.09 <sup>(3)</sup>	208,864	D	
Common Stock								26,064	I	By GRAT
Common Stock								10,645 <sup>(4)</sup>	I	SIP Trust

**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
Stock Appreciation Rights	\$72.12	01/23/2020		M		8,464		11/22/2012 <sup>(5)</sup>	11/22/2021	Common Stock	8,464	\$0	82,434	D	
Stock Appreciation Rights	\$72.12	01/24/2020		M		9,666		11/22/2012 <sup>(5)</sup>	11/22/2021	Common Stock	9,666	\$0	72,768	D	
Stock Appreciation Rights	\$72.12	01/27/2020		M		34,406		11/22/2012 <sup>(5)</sup>	11/22/2021	Common Stock	34,406	\$0	38,362	D	

**Explanation of Responses:**

- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$280.00 through \$280.20. 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. This transaction was made pursuant to a 10b5-1 plan entered into on December 16, 2019.
- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$280.00 through \$280.55. 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. This transaction was made pursuant to a 10b5-1 plan entered into on December 16, 2019.
- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$280.00 through \$280.36. 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. This transaction was made pursuant to a 10b5-1 plan entered into on December 16, 2019.
- 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 July 1, 2019.
- The stock appreciation rights vest in four annual installments beginning November 22, 2012.

**Remarks:**

Richard Stout, by power of  
attorney for Vincent A. Forlenza

01/27/2020

\*\* 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.**