SEC Form 4

## 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

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---|---|---|---|---|
| Campion Simon D | BECTON DICKINSON & CO [ BDX ] | | Director | 10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/04/2020 | X | Officer (give title below) | Other (specify below) |
| C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE | | EVP and Segment President | | |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| FRANKLIN LAKES    NJ    07417 | | X | Form filed by One Reporting Person | |
| (City) (State) (Zip) | | | 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 | 02/04/2020 | | M | | 523 | A | $63.66 | 11,296 | D | |
| Common Stock | 02/04/2020 | | D | | 117 | D | $285.09(1) | 11,179 | D | |
| Common Stock | 02/04/2020 | | S | | 406 | D | $285.09(1) | 10,773 | D | |
| Common Stock | 02/04/2020 | | M | | 2,326 | A | $88.87 | 13,099 | D | |
| Common Stock | 02/04/2020 | | D | | 726 | D | $285.09(1) | 12,373 | D | |
| Common Stock | 02/04/2020 | | S | | 1,600 | D | $285.09(1) | 10,773 | D | |
| Common Stock | 02/04/2020 | | M | | 3,089 | A | $110.04 | 13,862 | D | |
| Common Stock | 02/04/2020 | | D | | 1,193 | D | $285.09(1) | 12,669 | D | |
| Common Stock | 02/04/2020 | | S | | 1,896 | D | $285.09(1) | 10,773 | D | |
| Common Stock | 02/04/2020 | | M | | 4,783 | A | $121.49 | 15,556 | D | |
| Common Stock | 02/04/2020 | | D | | 2,039 | D | $285.09(1) | 13,517 | D | |
| Common Stock | 02/04/2020 | | S | | 2,744 | D | $285.09(1) | 10,773 | D | |
| Common Stock | 02/04/2020 | | M | | 2,891 | A | $143.07 | 13,664 | D | |
| Common Stock | 02/04/2020 | | D | | 1,452 | D | $285.09(1) | 12,212 | D | |
| Common Stock | 02/04/2020 | | S | | 1,439 | D | $285.09(1) | 10,773 | 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 | $63.66 | 02/04/2020 | | M | | | 523 | 12/12/2013(2) | 12/12/2022 | Common Stock | 523 | $0 | 0 | D | |
| Stock Appreciation Rights | $88.87 | 02/04/2020 | | M | | | 2,326 | 12/11/2014(3) | 12/11/2023 | Common Stock | 2,326 | $0 | 0 | D | |
| Stock Appreciation Rights | $110.04 | 02/04/2020 | | M | | | 3,089 | 12/10/2015(4) | 12/10/2024 | Common Stock | 3,089 | $0 | 0 | D | |
| Stock Appreciation Rights | $121.49 | 02/04/2020 | | M | | | 4,783 | 12/09/2016(5) | 12/09/2025 | Common Stock | 4,783 | $0 | 0 | D | |
| Stock Appreciation Rights | $143.07 | 02/04/2020 | | M | | | 2,891 | 12/14/2017(6) | 12/14/2026 | Common Stock | 2,891 | $0 | 963 | 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 $285.00 through $285.43. 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.

2. The stock appreciation rights vest in four annual installments beginning December 12, 2013.

3. The stock appreciation rights vest in four annual installments beginning December 11, 2014.

4. The stock appreciation rights vest in four annual installments beginning December 10, 2015.

5. The stock appreciation rights vest in four annual installments beginning December 9, 2016.

6. The stock appreciation rights vest in four annual installments beginning December 14, 2017.

## Remarks:

| Richard Stout, by power of attorney for Simon D. Campion | 02/05/2020 |
|---|---|
| ** 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.

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