SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Goette Roland			2. Issuer Name and Ticker or Trading Symbol <u>BECTON DICKINSON & CO</u> [BDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year) 11/16/2022	x	Director Officer (give title below) EVP and Preside	10% Owner Other (specify below) ent, EMEA		
(Street) FRANKLIN LAKES	NJ	07417	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv X	idual or Joint/Group Filing i Form filed by One Repo Form filed by More than	rting Person		
(City)	(State)	(Zip)						

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. Transac Code (In 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	11/16/2022		М		4,617	A	\$74.94	14,896	D	
Common Stock	11/16/2022		D		2,996	D	\$222.08	11,900(1)	D	
Common Stock								922 ⁽²⁾	Ι	GSIP 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. Transac Code (In 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		te	d 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	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Appreciation Rights	\$74.94 ⁽³⁾	11/16/2022		М			4,617 ⁽³⁾	11/20/2013 ⁽⁴⁾	11/20/2022	Common Stock	4,617(3)	\$0.0	0	D	

Explanation of Responses:

1. Direct holdings reflect adjustments made in connection with the spin-offf of Embecta Corp. to the number of shares underlying previously reported restricted stock units held by the reporting person.

2. Represents shares of common stock held under the Becton, Dickinson and Company Global Share Investment Program (the "GSIP"). The information presented for the GSIP is as of November 17, 2022.

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

4. The stock appreciation rights vested in four annual installments beginning one year from the date of grant.

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attorney for Roland Goette ** Signature of Reporting Person 11/18/2022

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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