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

| 1. Name and Addre | ess of Reporting Pe | rson* | 2. Issuer Name and Ticker or Trading Symbol BECTON DICKINSON & CO [BDX] | 5. Relationship of Reporting Person(s) to Issue (Check all applicable) Director 10% C | | |
|---|---|----------------|--|---|--|--|
| (Last) C/O BECTON, | C/O BECTON, DICKINSON AND COMPANY treet) RANKLIN NJ 07417 AKES | | 3. Date of Earliest Transaction (Month/Day/Year) 11/26/2022 | X Officer (give title Other below) below EVP, President NA & CMC | | |
| (Street) FRANKLIN LAKES (City) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 Bene | ficially 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) | | | Following Reported | Form: Direct (D) or Indirect (I) | Beneficial Ownership |
|---------------------------------|--|---|---|---|--|---------------|---------------------|------------------------------------|-------------------------------------|-------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 11/26/2022 | | Α | | 1,045(1) | A | \$ <mark>0.0</mark> | 8,370 | D | |
| Common Stock | 11/26/2022 | | F | | 115(2) | D | \$0.0 | 8,255 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

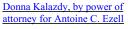
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 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 | 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 | | Transaction(s) (Instr. 4) | | |
| Stock Appreciation Rights | \$238.06 | 11/26/2022 | | A | | 6,311 | | 11/26/2023 ⁽³⁾ | 11/26/2032 | Common Stock | 6,311 | \$0.0 | 6,311 | D | |

Explanation of Responses:

1. Represents shares of restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.

2. Represents shares withheld for payment of withholding taxes in connection with the vesting of previously reported restricted stock unit awards.

3. The stock appreciation rights vest in four annual installments beginning November 26, 2023.



** Signature of Reporting Person

11/29/2022

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.

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.

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