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 Address Goette Roland	s of Reporting Persor	ı*	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)					
(Last) C/O BECTON, E	(First) (Middle) DICKINSON AND COMPANY		3. Date of Earliest Transaction (Month/Day/Year) 11/26/2022	x	Director Officer (give title below) EVP and Presic	10% Owner Other (specify below)			
(Street) FRANKLIN LAKES	NJ	07417	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					
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	nstr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed 3. Execution Date, if any (Month/Day/Year) 8) 4. Securities Acquired Disposed Of (D) (Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	11/26/2022		A		636(1)	A	\$0.0	12,536	D	
Common Stock	11/26/2022		A		1,183(2)	A	\$0.0	13,719	D	
Common Stock	11/26/2022		F		99 ⁽³⁾	D	\$0.0	13,620	D	
Common Stock								922 ⁽⁴⁾	Ι	GSIP Trust

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

			(e.g.	, puis,	Calls	5, wan	ants,	options, c	onvertible	e securities	» <i>)</i>				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		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		3,842		11/26/2023 ⁽⁵⁾	11/26/2032	Common Stock	3,842	\$0.0	3,842	D	

Explanation of Responses:

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

2. Represents shares received upon vesting of performance based equity awards.

3. Represents shares withheld for payment of withhelding taxes in connection with (A) the vesting of the performance units referred to in footnote (2) and (B) the vesting of restricted stock units as previously reported on Table I.

4. 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.

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

Donna Kalazdy, by power of
attorney for Roland Goette
** 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.

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