

OMB APPROVAL	
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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 * <u>KOZY WILLIAM A</u>  (Last) (First) (Middle) <u>C/O BECTON, DICKINSON AND COMPANY</u> <u>1 BECTON DRIVE</u>  (Street) <u>FRANKLIN LAKES NJ 07417</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BECTON DICKINSON &amp; CO [ BDX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2015</u>	
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	05/18/2015		M		7,256	A	\$84.33	80,964 <sup>(1)</sup>	D	
Common Stock	05/18/2015		D		4,309	D	\$142 <sup>(2)</sup>	76,655	D	
Common Stock	05/18/2015		S		2,947	D	\$142 <sup>(2)</sup>	73,708	D	
Common Stock	05/19/2015		M		10,901	A	\$84.33	84,609	D	
Common Stock	05/19/2015		D		6,474	D	\$142.01 <sup>(3)</sup>	78,135	D	
Common Stock	05/19/2015		S		4,427	D	\$142.01 <sup>(3)</sup>	73,708	D	
Common Stock	05/19/2015		M		5,467	A	\$62.5	79,175	D	
Common Stock	05/19/2015		D		2,406	D	\$142.01 <sup>(3)</sup>	76,769	D	
Common Stock	05/19/2015		S		3,061	D	\$142.01 <sup>(3)</sup>	73,708	D	
Common Stock								44,224	I	By wife
Common Stock								12,021 <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	\$84.33	05/18/2015		M		7,256		11/20/2008 <sup>(5)</sup>	11/20/2017	Common Stock	7,256	\$0	10,901	D	
Stock Appreciation Rights	\$84.33	05/19/2015		M		10,901		11/20/2008 <sup>(5)</sup>	11/20/2017	Common Stock	10,901	\$0	0	D	
Stock Appreciation Rights	\$62.5	05/19/2015		M		5,467		11/28/2009 <sup>(6)</sup>	11/28/2018	Common Stock	5,467	\$0	18,455	D	

**Explanation of Responses:**

- Includes rights acquired through dividend reinvestment since the last report filed by the reporting person and shares transferred from GRAT.
- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$142.00 through \$142.06. 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.
- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$142.00 through \$142.11. 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.
- 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 April 30, 2015.
- The stock appreciation rights vest in four annual installments beginning November 20, 2008.
- The stock appreciation rights vest in four annual installments beginning November 28, 2009.

**Remarks:**

Richard Stout, by power of  
attorney for William A. Kozy

05/20/2015

\*\* 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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