

## 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>Tharby Linda M</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>05/20/2015</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	05/20/2015		M		3,147	A	\$84.33	9,844	D	
Common Stock	05/20/2015		D		1,869	D	\$142 <sup>(1)</sup>	7,975	D	
Common Stock	05/20/2015		S		1,278	D	\$142 <sup>(1)</sup>	6,697	D	
Common Stock	05/21/2015		M		458	A	\$84.33	7,155	D	
Common Stock	05/21/2015		D		272	D	\$142.02 <sup>(2)</sup>	6,883	D	
Common Stock	05/21/2015		S		186	D	\$142.02 <sup>(2)</sup>	6,697	D	
Common Stock	05/21/2015		M		9,854	A	\$75.63	16,551	D	
Common Stock	05/21/2015		D		5,249	D	\$142.02 <sup>(2)</sup>	11,302	D	
Common Stock	05/21/2015		S		4,605	D	\$142.02 <sup>(2)</sup>	6,697	D	
Common Stock								1,492 <sup>(3)</sup>	I	GSIP Trust
Common Stock								91 <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	05/20/2015		M		3,147		11/20/2008 <sup>(5)</sup>	11/20/2017	Common Stock	3,147	\$0	458	D	
Stock Appreciation Rights	\$84.33	05/21/2015		M		458		11/20/2008 <sup>(5)</sup>	11/20/2017	Common Stock	458	\$0	0	D	
Stock Appreciation Rights	\$75.63	05/21/2015		M		9,854		11/24/2010 <sup>(6)</sup>	11/24/2019	Common Stock	9,854	\$0	0	D	

## Explanation of Responses:

- 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 \$142.03. 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 \$142.14. 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 Global Share Investment Program (the "GSIP"). The information presented for the GSIP is as of August 31, 2014.
- 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 24, 2010.

## Remarks:

Richard Stout, by power of  
attorney for Linda M. Tharby

05/21/2015

\*\* 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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