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 of Reporting Person* FORLENZA VINCENT A		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) (First) C/O BECTON, DICKINSON AND CO	(Middle) OMPANY	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2018	x x	Director Officer (give title below) Chairman, CEO and	10% Owner Other (specify below) President			
1 BECTON DRIVE		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) FRANKLIN NJ LAKES	07417		X	Form filed by One Reportin Form filed by More than Or	•			
(City) (State)	(Zip)							

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

1. Title of Security (Instr. 3)	2. Transaction	2A. Deemed	3.		4. Securities A) or Disposed	5. Amount of	6. Ownership	7. Nature of
	Date Execution Date, (Month/Day/Year) if any (Month/Day/Year) 3 Of (D) (Instr. 3, 4 and 5) (Month/Day/Year) 3 Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership				
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	11/14/2018		М		20,000	A	\$76.64	228,883	D	
Common Stock	11/14/2018		D		6,502	D	\$235.78(1)	222,381	D	
Common Stock	11/14/2018		S		13,498	D	\$235.78(1)	194,310(2)	D	
Common Stock	11/15/2018		G		530	D	\$ <mark>0</mark>	193,780	D	
Common Stock								24,681	Ι	By GRAT ⁽³⁾
Common Stock								10,508(4)	Ι	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. Transac Code (Ir 8)		Derivative		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	\$76.64	11/14/2018		М			20,000	11/23/2011 ⁽⁵⁾	11/23/2020	Common Stock	20,000	\$0	65,372	D	

Explanation of Responses:

1. The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$234.14 through \$237.10. 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. 2. Includes 3,665 shares that were previously reported as indirectly owned by grantor retained annuity trust that reverted to direct holdings on August 7, 2018.

3. Includes 18,238 shares that were previously reported as directly owned but were contributed to a grantor retained annuity trust on April 5, 2018.

4. 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 July 1, 2018.

5. The stock appreciation rights vest in four annual installments beginning November 23, 2011.

Remarks:

Richard Stout, by power of attorney for Vincent A. Forlenza

11/16/2018

** 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.

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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