

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>Borzi James W</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>EVP &amp; Chief Supply Chain Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2018</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	11/30/2018		M		1,413	A	\$134.73	6,013	D	
Common Stock	11/30/2018		D		755	D	\$252.39 <sup>(1)</sup>	5,258	D	
Common Stock	11/30/2018		S		658	D	\$252.39 <sup>(1)</sup>	4,600	D	
Common Stock	11/30/2018		M		6,054	A	\$150.12	10,654	D	
Common Stock	11/30/2018		D		3,601	D	\$252.39 <sup>(1)</sup>	7,053	D	
Common Stock	11/30/2018		S		2,453	D	\$252.39 <sup>(1)</sup>	4,600	D	
Common Stock	11/30/2018		M		2,938	A	\$170.69	7,538	D	
Common Stock	11/30/2018		D		1,987	D	\$252.39 <sup>(1)</sup>	5,551	D	
Common Stock	11/30/2018		S		951	D	\$252.39 <sup>(1)</sup>	4,600	D	
Common Stock	11/30/2018		S		1,825	D	\$252.32 <sup>(2)</sup>	2,775	D	
Common Stock								126 <sup>(3)</sup>	I	401(k) 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	\$134.73	11/30/2018		M			1,413	11/25/2015 <sup>(4)</sup>	11/25/2024	Common Stock	1,413	\$0	0	D	
Stock Appreciation Rights	\$150.12	11/30/2018		M			6,054	11/26/2016 <sup>(5)</sup>	11/26/2025	Common Stock	6,054	\$0	2,020	D	
Stock Appreciation Rights	\$170.69	11/30/2018		M			2,938	11/26/2017 <sup>(6)</sup>	11/26/2026	Common Stock	2,938	\$0	2,941	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 \$252.16 through \$252.87. 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 \$252.18 through \$252.54. 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 401(K) Plan (the "401(k) Plan"). The information presented for the 401(k) Plan is as of July 1, 2018.
- The stock appreciation rights vest in four annual installments beginning November 25, 2015.
- The stock appreciation rights vest in four annual installments beginning November 26, 2016.
- The stock appreciation rights vest in four annual installments beginning November 26, 2017.

**Remarks:**

Richard Stout, by power of  
attorney for James W Borzi

12/03/2018

\*\* 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.

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