

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Polen Thomas E Jr</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>12/16/2019</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	12/16/2019		M		3,907	A	\$134.73	21,024	D	
Common Stock	12/16/2019		D		1,953	D	\$269.63 <sup>(1)</sup>	19,071	D	
Common Stock	12/16/2019		S		1,954	D	\$269.63 <sup>(1)</sup>	17,117	D	
Common Stock	12/16/2019		M		10,000	A	\$150.12	27,117	D	
Common Stock	12/16/2019		D		5,568	D	\$269.63 <sup>(1)</sup>	21,549	D	
Common Stock	12/16/2019		S		4,432	D	\$269.63 <sup>(1)</sup>	17,117	D	

**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	12/16/2019		M			3,907	11/25/2015 <sup>(2)</sup>	11/25/2024	Common Stock	3,907	\$0	0	D	
Stock Appreciation Rights	\$150.12	12/16/2019		M			10,000	11/26/2016 <sup>(3)</sup>	11/26/2025	Common Stock	10,000	\$0	3,763	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 \$269.16 through \$269.98. 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 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.

**Remarks:**

Richard Stout, by power of attorney for Thomas E. Polen, Jr. 12/17/2019

\*\* 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.