

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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 * FORLENZA VINCENT A (Last) (First) (Middle) C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE (Street) FRANKLIN NJ 07417 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol BECTON DICKINSON & CO [BDX] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO and President | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/08/2020 | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | |

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 | 01/08/2020 | | M | | 18,783 | A | \$72.12 | 227,647 | D | |
| Common Stock | 01/08/2020 | | D | | 4,923 | D | \$275.19 ⁽¹⁾ | 222,724 | D | |
| Common Stock | 01/08/2020 | | S | | 13,860 | D | \$275.19 ⁽¹⁾ | 208,864 | D | |
| Common Stock | 01/10/2020 | | M | | 26,665 | A | \$72.12 | 235,529 | D | |
| Common Stock | 01/10/2020 | | D | | 6,990 | D | \$275.15 ⁽²⁾ | 228,539 | D | |
| Common Stock | 01/10/2020 | | S | | 19,675 | D | \$275.15 ⁽²⁾ | 208,864 | D | |
| Common Stock | | | | | | | | 26,064 | I | By GRAT |
| Common Stock | | | | | | | | 10,645 ⁽³⁾ | 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 | Amount or Number of Shares | | | | |
| Stock Appreciation Rights | \$72.12 | 01/08/2020 | | M | | | 18,783 | 11/22/2012 ⁽⁴⁾ | 11/22/2021 | Common Stock | 18,783 | \$0 | 117,563 | D | |
| Stock Appreciation Rights | \$72.12 | 01/10/2020 | | M | | | 26,665 | 11/22/2012 ⁽⁴⁾ | 11/22/2021 | Common Stock | 26,665 | \$0 | 90,898 | 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 \$275.00 through \$275.56. 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. This transaction was made pursuant to a 10b5-1 plan entered into on December 16, 2019.
2. The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$275.00 through \$275.61. 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. This transaction was made pursuant to a 10b5-1 plan entered into on December 16, 2019.
3. 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, 2019.

4. The stock appreciation rights vest in four annual installments beginning November 22, 2012.

Remarks:

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

01/10/2020

** 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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