

BECTON DICKINSON & CO

Form 4

February 16, 2017

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERMAN JEFFREY S

2. Issuer Name **and** Ticker or Trading
Symbol
BECTON DICKINSON & CO
[BDX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O BECTON, DICKINSON AND
COMPANY, 1 BECTON DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Sr. VP and General Counsel

(Street)
FRANKLIN LAKES, NJ 07417

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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	02/15/2017		S		4,857	D \$ 180.04 (1)	22,094	D	
Common Stock	02/15/2017		M		44,364	A \$ 72.12	66,458	D	
Common Stock	02/15/2017		D		17,757	D \$ 180.02 (2)	48,701	D	
Common Stock	02/15/2017		S		26,607	D \$ 180.02	22,094	D	

(2)

Common Stock 378 ⁽³⁾ I SIP Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 72.12	02/15/2017		M	44,364	11/22/2012 ⁽⁴⁾ 11/22/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHERMAN JEFFREY S C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417	Sr. VP and General Counsel

Signatures

Richard Stout, by power of attorney for Jeffrey S. Sherman

02/16/2017

 Signature of Reporting Person

Date

Explanation of Responses:

* 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).

The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions
(1) ranged from \$179.96 through \$180.21. 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.

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- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions
- (2) ranged from \$179.94 through \$180.20. 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.
 - (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 December 31, 2016.
 - (4) The stock appreciation rights vest in four annual installments beginning November 22, 2012.

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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