

BECTON DICKINSON & CO
 Form 4
 September 07, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Tharby Linda M

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/06/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

FRANKLIN LAKES, NJ 07417

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	09/06/2016		M			12,958	A	\$ 76.64	22,146	D	
Common Stock	09/06/2016		D			5,608	D	\$ 177.1 (1)	16,538	D	
Common Stock	09/06/2016		S			7,350	D	\$ 177.1 (1)	9,188	D	
Common Stock	09/06/2016		M			7,333	A	\$ 72.12	16,521	D	
Common Stock	09/06/2016		D			2,979	D	\$ 177.57	13,542	D	

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Common Stock	09/06/2016	S	4,354	D	<u>(2)</u> \$ 177.57	9,188	D	
Common Stock						1,515 <u>(3)</u>	I	GSIP Trust
Common Stock						93 <u>(4)</u>	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 of Underlying Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 76.64	09/06/2016		M	12,958	11/23/2011 ⁽⁵⁾ 11/23/2020	Common Stock
Stock Appreciation Rights	\$ 72.12	09/06/2016		M	7,333	11/22/2012 ⁽⁶⁾ 11/22/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tharby Linda M C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417			Executive Vice President	

Signatures

Richard Stout, by power of attorney for Linda M.
Tharby

09/06/2016

__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).
 - (1) The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$176.79 through \$177.52. 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
 - (2) ranged from \$177.45 through \$177.68. 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 Global Share Investment Program (the "GSIP"). The information presented for the GSIP is as of September 30, 2015.
 - (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 31, 2016.
 - (5) The stock appreciation rights vest in four annual installments beginning November 23, 2011.
 - (6) 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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