

Borzi James W
 Form 4
 December 03, 2018

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 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 *
 Borzi James W

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP & Chief Supply Chain Officer

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2018

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/30/2018		M	A	1,413	\$ 134.73	6,013 D
Common Stock	11/30/2018		D	D	755	\$ 252.39 (1)	5,258 D
Common Stock	11/30/2018		S	D	658	\$ 252.39 (1)	4,600 D
Common Stock	11/30/2018		M	A	6,054	\$ 150.12	10,654 D

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Common Stock	11/30/2018		D	3,601	D	\$ 252.39 (1)	7,053		D	
Common Stock	11/30/2018		S	2,453	D	\$ 252.39 (1)	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 (1)	5,551		D	
Common Stock	11/30/2018		S	951	D	\$ 252.39 (1)	4,600		D	
Common Stock	11/30/2018		S	1,825	D	\$ 252.32 (2)	2,775		D	
Common Stock							126 (3)		I	401(k) Trust

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

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(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 (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)	8. Amount or Number of Shares
Stock Appreciation Rights	\$ 134.73	11/30/2018		M	1,413	11/25/2015 ⁽⁴⁾ 11/25/2024	Common Stock	1,413
Stock Appreciation	\$ 150.12	11/30/2018		M	6,054	11/26/2016 ⁽⁵⁾ 11/26/2025	Common Stock	6,054

Rights

Stock

Appreciation \$ 170.69 11/30/2018 M 2,938 11/26/2017⁽⁶⁾ 11/26/2026 Common Stock 2,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Borzi James W C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417			EVP & Chief Supply Chain Officer	

Signatures

Richard Stout, by power of attorney for James W Borzi 12/03/2018

__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 \$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.
 - (2) 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.
 - (3) 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.
 - (4) The stock appreciation rights vest in four annual installments beginning November 25, 2015.
 - (5) The stock appreciation rights vest in four annual installments beginning November 26, 2016.
 - (6) The stock appreciation rights vest in four annual installments beginning November 26, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.