BECTON DICKINSON & CO

Form 4

November 29, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Reidy Christopher R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

BECTON DICKINSON & CO

[BDX]

11/26/2016

(Month/Day/Year)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify below)

C/O BECTON, DICKINSON AND COMPANY, 1 BECTON DRIVE

(Street)

(First)

(Middle)

(Zip)

CFO and EVP of Administration 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

FRANKLIN LAKES, NJ 07417

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						. , .	<i>'</i>	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/26/2016	A	10,311 (1)	A	\$0	21,202	D	
Common Stock	11/26/2016	F	7,759 (2)	D	\$0	13,443	D	
Common Stock	11/26/2016	A	3,331 (3)	A	\$ 0	16,774	D	

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

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(9-02)

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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. Transa Code (Instr.		5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Secu
				Code	v	(A) (I	D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Appreciation Rights	\$ 170.69	11/26/2016		A		32,661		11/26/2017(4)	11/26/2026	Common Stock	31

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Reidy Christopher R C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417

CFO and EVP of Administration

Signatures

Richard Stout, by power of attorney for Christopher Reidy 11/29/2016

**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) Represents shares vesting under performance units granted on November 26, 2013.
- (2) Represents shares withheld for payment of withholding taxes in connection with vesting of the performance units referred to in footnote (1) and the vesting of restricted stock units as previously reported on Table I.
- (3) Represents restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (4) 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.

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