

BECTON DICKINSON & CO  
 Form 4  
 November 08, 2013

**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

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**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 \*  
**BECTON HENRY P JR**

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)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/06/2013**

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

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

(Street)

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

**FRANKLIN LAKES, NJ 07417**

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	11/06/2013		M		2,276	A	\$ 49.05	26,096 <sup>(1)</sup>	D	
Common Stock	11/06/2013		S		2,276	D	\$ 106.77	23,820 <sup>(1)</sup>	D	
Common Stock								89,241	I	See footnote <sup>(2)</sup>
Common Stock								517,860	I	See footnote <sup>(3)</sup>

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Common Stock	37,166	I	By wife <sup>(4)</sup>
Common Stock	109,012	I	See footnote <sup>(5)</sup>
Common Stock	16,200	I	See footnote <sup>(6)</sup>
Common Stock	11,320	I	See footnote <sup>(7)</sup>
Common Stock	41,021	I	By GRATs

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 49.05	11/06/2013		M	2,276	02/11/2005 <sup>(8)</sup> 02/11/2014	Common Stock 2,276

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECTON HENRY P JR C/O BECTON, DICKINSON AND COMPANY	X			

1 BECTON DRIVE  
FRANKLIN LAKES, NJ 07417

## Signatures

Richard Stout, by power of attorney for Henry P.  
Becton, Jr.

11/08/2013

\*\*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) Includes restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (2) Represents shares held in trust and/or limited liability company for benefit of reporting person.
- (3) Represents shares held in a limited liability company (the "LLC") in which the reporting person had previously held a passive interest. The reporting person disclaims beneficial interest in the shares except to the extent in the LLC.
- (4) Represents shares held in trust and directly by spouse.
- (5) By trusts for benefit of reporting person's children, with wife and independent advisor as co-trustees.
- (6) Represents shares held in a certain trust of which reporting person is a co-trustee. These shares were formerly in trust for reporting person's parent.
- (7) By trust for benefit of reporting person and his siblings, of which he is a co-trustee.
- (8) The option became exercisable in four annual installments beginning February 11, 2005.

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.