

RING TIMOTHY M  
Form 4  
February 12, 2018

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RING TIMOTHY 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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2018

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/08/2018                              |                                                             | M                                       | 113,644                                                                 | A \$ 63.66 295,753                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/08/2018                              |                                                             | D                                       | 33,155                                                                  | D \$ 217.82 262,598<br>(1)                                                                                         | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/08/2018                              |                                                             | S                                       | 80,489                                                                  | D \$ 217.82 182,109<br>(1)                                                                                         | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/08/2018                              |                                                             | M                                       | 100,339                                                                 | A \$ 88.87 282,448                                                                                                 | D                                                                       |                                                                   |

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|              |            |   |         |   |                            |         |   |                       |
|--------------|------------|---|---------|---|----------------------------|---------|---|-----------------------|
| Common Stock | 02/08/2018 | D | 40,865  | D | \$<br><u>217.82</u><br>(1) | 241,583 | D |                       |
| Common Stock | 02/08/2018 | S | 59,474  | D | \$<br><u>217.82</u><br>(1) | 182,109 | D |                       |
| Common Stock | 02/08/2018 | M | 93,946  | A | \$<br>110.04               | 276,055 | D |                       |
| Common Stock | 02/08/2018 | D | 47,376  | D | \$<br><u>217.82</u><br>(1) | 228,679 | D |                       |
| Common Stock | 02/08/2018 | S | 46,570  | D | \$<br><u>217.82</u><br>(1) | 182,109 | D |                       |
| Common Stock | 02/08/2018 | M | 101,064 | A | \$<br>121.49               | 283,173 | D |                       |
| Common Stock | 02/08/2018 | D | 56,269  | D | \$<br><u>217.82</u><br>(1) | 226,904 | D |                       |
| Common Stock | 02/08/2018 | S | 44,795  | D | \$<br><u>217.82</u><br>(1) | 182,109 | D |                       |
| Common Stock | 02/08/2018 | M | 78,155  | A | \$<br>143.07               | 260,264 | D |                       |
| Common Stock | 02/08/2018 | D | 51,243  | D | \$<br><u>217.82</u><br>(1) | 209,021 | D |                       |
| Common Stock | 02/08/2018 | S | 26,912  | D | \$<br><u>217.82</u><br>(1) | 182,109 | D |                       |
| Common Stock | 02/08/2018 | S | 11,421  | D | \$<br><u>217.82</u><br>(1) | 170,688 | D |                       |
| Common Stock |            |   |         |   |                            | 407     | I | By<br>Children<br>(2) |
| Common Stock |            |   |         |   |                            | 1,988   | I | 401(k)<br>Plan        |

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

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SEC 1474  
(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. 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Stock Appreciation Rights                  | \$ 63.66                                               | 02/08/2018                           |                                                    | M                              | 113,644                                                                                 | (3) 12/12/2022                                           | Common Stock 113,644                                        |
| Stock Appreciation Rights                  | \$ 88.87                                               | 02/08/2018                           |                                                    | M                              | 100,339                                                                                 | (3) 12/11/2023                                           | Common Stock 100,339                                        |
| Stock Appreciation Rights                  | \$ 110.04                                              | 02/08/2018                           |                                                    | M                              | 93,946                                                                                  | (3) 12/10/2024                                           | Common Stock 93,946                                         |
| Stock Appreciation Rights                  | \$ 121.49                                              | 02/08/2018                           |                                                    | M                              | 101,064                                                                                 | (3) 12/09/2025                                           | Common Stock 101,064                                        |
| Stock Appreciation Rights                  | \$ 143.07                                              | 02/08/2018                           |                                                    | M                              | 78,155                                                                                  | (3) 12/14/2026                                           | Common Stock 78,155                                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships                    |
|---------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                   | Director 10% Owner Officer Other |
| RING TIMOTHY M<br>C/O BECTON, DICKINSON AND COMPANY<br>1 BECTON DRIVE<br>FRANKLIN LAKES, NJ 07417 | X                                |

## Signatures

Richard Stout, by power of attorney for Timothy M. Ring  
Date 02/12/2018

\_\_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)

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The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$212.03 through \$222.59. 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. These sales were made pursuant to a 10b5-1 plan.

- (2) The reporting person disclaims beneficial ownership of the shares held by his children and this report should not be deemed an admission that the reporting person is the beneficial owner of his children's shares for purpose of Section 16 or for any other purpose.
- (3) The stock appreciation rights are fully vested.

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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