

Conroy Alexandre
Form 4
May 23, 2018

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

OMB APPROVAL

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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 *
Conroy Alexandre

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)
Executive Vice President

(Last) (First) (Middle)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/21/2018

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 05/21/2018 | | M | | | 9,147 | A | \$ 76.64 | 35,583 | D | |
| Common Stock | 05/21/2018 | | D | | | 3,068 | D | \$ 228.74 | 32,515 | D | |
| Common Stock | 05/21/2018 | | S | | | 6,079 | D | \$ 228.74 | 26,436 | D | |
| Common Stock | 05/21/2018 | | M | | | 11,763 | A | \$ 72.12 | 38,199 | D | |

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| | | | | | | | | | | | |
|--------------|------------|--|---|-------|---|------------------|--------|----------------------|--|---|------------|
| Common Stock | 05/21/2018 | | D | 3,713 | D | \$ <u>(1)</u> | 228.74 | 34,486 | | D | |
| Common Stock | 05/21/2018 | | S | 8,050 | D | \$ <u>(1)</u> | 228.74 | 26,436 | | D | |
| Common Stock | 05/21/2018 | | M | 9,000 | A | \$ | 76.18 | 35,436 | | D | |
| Common Stock | 05/21/2018 | | D | 3,001 | D | \$ <u>(1)</u> | 228.74 | 32,435 | | D | |
| Common Stock | 05/21/2018 | | S | 5,999 | D | \$ <u>(1)</u> | 228.74 | 26,436 | | D | |
| Common Stock | | | | | | | | 3,349 ⁽²⁾ | | I | GSIP Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Stock Appreciation Rights | \$ 76.64 | 05/21/2018 | | M | 9,147 | 11/23/2011 ⁽³⁾ | 11/23/2020 | Common Stock | 9 |
| Stock Appreciation Rights | \$ 72.12 | 05/21/2018 | | M | 11,763 | 11/22/2012 ⁽⁴⁾ | 11/22/2021 | Common Stock | 1 |
| Stock Appreciation Rights | \$ 76.18 | 05/21/2018 | | M | 9,000 | 11/20/2013 ⁽⁵⁾ | 11/20/2022 | Common Stock | 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Conroy Alexandre C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417 | | | Executive Vice President | |

Signatures

| | |
|---|------------|
| Richard Stout, by power of attorney for Alexandre Conroy | 05/23/2018 |
| **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).
- The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions
- (1) ranged from \$228.25 through \$228.99. 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) 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 October 31, 2012.
 - (3) The stock appreciation rights vest in four annual installments beginning November 23, 2011.
 - (4) The stock appreciation rights vest in four annual installments beginning November 22, 2012.
 - (5) The stock appreciation rights vest in four annual installments beginning November 20, 2013.

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.