

BECTON DICKINSON & CO

Form 5

November 12, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
BECTON HENRY P JR

(Last) (First) (Middle)

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

(Street)

FRANKLIN LAKES, NJ 07417

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
BECTON DICKINSON & CO
[BDX]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
10/11/20134. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Reporting
(check applicable line)☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/11/2013	Â	G	150 D \$ 0	102,663	I	See footnote (1)
Common Stock	12/11/2013	Â	G	895 D \$ 0	101,768	I	See footnote (1)
Common Stock	01/30/2014	Â	G	10,845 A \$ 0	112,613	I	See footnote

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									<u>(1)</u>
Common Stock	05/06/2014	Â	G	240	D	\$ 0	112,373	I	See footnote <u>(1)</u>
Common Stock	07/15/2014	Â	G	75,213	A	\$ 0	75,213	I	See footnote <u>(2)</u>
Common Stock	12/05/2013	Â	G	16,700	A	\$ 0	60,000	I	See footnote <u>(3)</u>
Common Stock	12/23/2013	Â	G	12,157	A	\$ 0	72,157	I	See footnote <u>(3)</u>
Common Stock	04/15/2014	Â	G	13,118	A	\$ 0	85,275	I	See footnote <u>(3)</u>
Common Stock	07/15/2014	Â	G	85,275	D	\$ 0	0	I	See footnote <u>(3)</u>
Common Stock	12/05/2013	Â	G	130,000	A	\$ 0	189,000	I	See footnote <u>(4)</u>
Common Stock	04/15/2014	Â	G	101,790	A	\$ 0	290,790	I	See footnote <u>(4)</u>
Common Stock	07/15/2014	Â	G	290,790	D	\$ 0	0	I	See footnote <u>(4)</u>
Common Stock	02/19/2014	Â	G	700	D	\$ 0	108,312	I	See footnote <u>(5)</u>
Common Stock	05/06/2014	Â	G	240	A	\$ 0	108,552	I	See footnote <u>(5)</u>
Common Stock	01/30/2014	Â	G	10,845	D	\$ 0	1,186	I	By GRAT
Common Stock	08/29/2014	Â	G	1,186	D	\$ 0	0	I	By GRAT
Common Stock	12/05/2013	Â	G	65	D	\$ 0	11,175	I	See footnote <u>(6)</u>
Common Stock	Â	Â	Â	Â	Â	Â	37,166	I	By wife <u>(7)</u>

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Common Stock	Â	Â	Â	Â	Â	Â	17,000	I	See footnote (8)
Common Stock	Â	Â	Â	Â	Â	Â	26,192 ⁽⁹⁾	D	Â

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

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SEC 2270
(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)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BECTON HENRY P JR
C/O BECTON, DICKINSON AND COMPANY
1 BECTON DRIVE
FRANKLIN LAKES, NJ 07417

Â X Â Â Â

Signatures

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

11/12/2014

__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) Held in trust and/or limited liability company for benefit of reporting person.

(2) Represents shares held in trust of which reporting person is a beneficiary and trustee.

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- (3) Represents shares held in testamentary trusts of which reporting person is a beneficiary and co-trustee.
- (4) Represents shares held in trust of which reporting person is a beneficiary and a co-trustee.
- (5) Held by trusts for benefit of reporting person's children, with wife as co-trustee. The reporting person disclaims beneficial ownership of these shares.
- (6) By trust for benefit of reporting person and his siblings, of which he is a co-trustee.
- (7) Represents shares held in trust for benefit of spouse and shares held directly by spouse.
- (8) Represents shares held in trust for benefit of reporting person's wife and descendants of which wife is a co-trustee. The reporting person disclaims beneficial ownership of these shares.
- (9) Includes restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.

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