

BECTON DICKINSON & CO
 Form 4
 November 29, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERMAN JEFFREY S

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)
C/O BECTON, DICKINSON AND COMPANY, 1 BECTON DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/26/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and General Counsel

FRANKLIN LAKES, NJ 07417

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 or (D) Price			
Common Stock	11/26/2016		A	6,703 (1)	\$ 0 30,437	D	
Common Stock	11/26/2016		F	5,076 (2)	\$ 0 25,361	D	
Common Stock	11/26/2016		A	1,590 (3)	\$ 0 26,951	D	
Common Stock					372 (4)	I	SIP Trust

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

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(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)
Stock Appreciation Rights	\$ 170.69	11/26/2016		A	15,588	11/26/2017 ⁽⁵⁾ 11/26/2026	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHERMAN JEFFREY S
C/O BECTON, DICKINSON AND COMPANY
1 BECTON DRIVE
FRANKLIN LAKES, NJ 07417

Sr. VP and General Counsel

Signatures

Richard Stout, by power of attorney for Jeffrey S. Sherman

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) Represents shares of common stock held under the Becton, Dickinson and Company Savings Incentive Plan (the "SIP"). The information presented for the SIP is as of February 29, 2016.

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(5) 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.

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