

Conroy Alexandre
Form 4
May 23, 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 *
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)

(Last) (First) (Middle)
C/O BECTON, DICKINSON AND
COMPANY, 1 BECTON DRIVE

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Executive Vice President

(Street)
FRANKLIN LAKES, NJ 07417

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
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 (1)	D	
Common Stock	05/21/2018		S	6,079	D \$ 228.74 26,436 (1)	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>228.74</u> (1)	34,486	D	
Common Stock	05/21/2018	S	8,050	D	\$ <u>228.74</u> (1)	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>228.74</u> (1)	32,435	D	
Common Stock	05/21/2018	S	5,999	D	\$ <u>228.74</u> (1)	26,436	D	
Common Stock						3,349 <u>(2)</u>	I	GSIP Trust

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

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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
Stock Appreciation Rights	\$ 76.64	05/21/2018		M	9,147	11/23/2011 ⁽³⁾ 11/23/2020	Common Stock
Stock Appreciation Rights	\$ 72.12	05/21/2018		M	11,763	11/22/2012 ⁽⁴⁾ 11/22/2021	Common Stock
Stock Appreciation Rights	\$ 76.18	05/21/2018		M	9,000	11/20/2013 ⁽⁵⁾ 11/20/2022	Common Stock

Signatures

05/23/2018

Date _____

Explanation of Responses:

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(5) The stock appreciation rights vest in four annual installments beginning November 20, 2013.

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