

BECTON DICKINSON & CO
Form 3
October 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Polen Thomas E Jr | | (Month/Day/Year) | BECTON DICKINSON & CO [BDX] | |
| (Last) | (First) | (Middle) | 10/01/2014 | |
| C/O BECTON, DICKINSON AND COMPANY, Â 1 BECTON DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | _X_ Form filed by One Reporting Person | |
| | Segment President, Medical | | ___ Form filed by More than One Reporting Person | |
| FRANKLIN LAKES, Â NJ Â 07417 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 5,553 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------|---------------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Stock Appreciation Rights | 11/23/2011 ⁽²⁾ | 11/23/2020 | Common Stock | 2,670 | \$ 76.64 | D | Â |
| Stock Appreciation Rights | 11/22/2012 ⁽³⁾ | 11/22/2021 | Common Stock | 5,958 | \$ 72.12 | D | Â |
| Stock Appreciation Rights | 11/20/2013 ⁽⁴⁾ | 11/20/2022 | Common Stock | 10,950 | \$ 76.18 | D | Â |
| Stock Appreciation Rights | 11/26/2014 ⁽⁵⁾ | 11/26/2023 | Common Stock | 11,094 | \$ 108.89 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Other |
|--|---------------|-----------|---------|----------------------------|-------|
| | Director | 10% Owner | Officer | | |
| Polen Thomas E Jr C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417 | Â | Â | Â | Segment President, Medical | Â |

Signatures

Richard Stout, by power of attorney for Thomas E. Polen, Jr. 10/10/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.
- (2) The stock appreciation rights vest in four annual installments beginning November 23, 2011.
- (3) The stock appreciation rights vest in four annual installments beginning November 22, 2012.
- (4) The stock appreciation rights vest in four annual installments beginning November 20, 2013.
- (5) The stock appreciation rights vest in four annual installments beginning November 26, 2014.

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.