

BECTON DICKINSON & CO
 Form 4
 May 21, 2015

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 *
 Tharby Linda M

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2015

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

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

(Street)

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

FRANKLIN LAKES, NJ 07417

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	05/20/2015		M		3,147	A	\$ 84.33 9,844	D
Common Stock	05/20/2015		D		1,869	D	\$ 142 (1) 7,975	D
Common Stock	05/20/2015		S		1,278	D	\$ 142 (1) 6,697	D
Common Stock	05/21/2015		M		458	A	\$ 84.33 7,155	D
Common Stock	05/21/2015		D		272	D	\$ 142.02 6,883	D

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					(2)				
Common Stock	05/21/2015	S	186	D	\$ 142.02 (2)	6,697	D		
Common Stock	05/21/2015	M	9,854	A	\$ 75.63	16,551	D		
Common Stock	05/21/2015	D	5,249	D	\$ 142.02 (2)	11,302	D		
Common Stock	05/21/2015	S	4,605	D	\$ 142.02 (2)	6,697	D		
Common Stock						1,492 (3)	I		GSIP Trust
Common Stock						91 (4)	I		SIP 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.

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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)	Am or Nur of Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Rights	\$ 84.33	05/20/2015		M	3,147	11/20/2008 ⁽⁵⁾	11/20/2017	Common Stock	3,
Stock Appreciation Rights	\$ 84.33	05/21/2015		M	458	11/20/2008 ⁽⁵⁾	11/20/2017	Common Stock	4
Stock Appreciation	\$ 75.63	05/21/2015		M	9,854	11/24/2010 ⁽⁶⁾	11/24/2019	Common Stock	9,

