

RING TIMOTHY M
Form 4
February 12, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
RING TIMOTHY 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)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

02/08/2018

(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 | | |
| Common Stock | 02/08/2018 | | M | 113,644 | A \$ 63.66 | 295,753 | D |
| Common Stock | 02/08/2018 | | D | 33,155 | D \$ 217.82 | 262,598 | D |
| Common Stock | 02/08/2018 | | S | 80,489 | D \$ 217.82 | 182,109 | D |
| Common Stock | 02/08/2018 | | M | 100,339 | A \$ 88.87 | 282,448 | D |

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| | | | | | | | | |
|--------------|------------|---|---------|---|----------------------------|---------|---|------------------------------|
| Common Stock | 02/08/2018 | D | 40,865 | D | \$ 217.82 <u>(1)</u> | 241,583 | D | |
| Common Stock | 02/08/2018 | S | 59,474 | D | \$ 217.82 <u>(1)</u> | 182,109 | D | |
| Common Stock | 02/08/2018 | M | 93,946 | A | \$ 110.04 | 276,055 | D | |
| Common Stock | 02/08/2018 | D | 47,376 | D | \$ 217.82 <u>(1)</u> | 228,679 | D | |
| Common Stock | 02/08/2018 | S | 46,570 | D | \$ 217.82 <u>(1)</u> | 182,109 | D | |
| Common Stock | 02/08/2018 | M | 101,064 | A | \$ 121.49 | 283,173 | D | |
| Common Stock | 02/08/2018 | D | 56,269 | D | \$ 217.82 <u>(1)</u> | 226,904 | D | |
| Common Stock | 02/08/2018 | S | 44,795 | D | \$ 217.82 <u>(1)</u> | 182,109 | D | |
| Common Stock | 02/08/2018 | M | 78,155 | A | \$ 143.07 | 260,264 | D | |
| Common Stock | 02/08/2018 | D | 51,243 | D | \$ 217.82 <u>(1)</u> | 209,021 | D | |
| Common Stock | 02/08/2018 | S | 26,912 | D | \$ 217.82 <u>(1)</u> | 182,109 | D | |
| Common Stock | 02/08/2018 | S | 11,421 | D | \$ 217.82 <u>(1)</u> | 170,688 | D | |
| Common Stock | | | | | | 407 | I | By Children <u>(2)</u> |
| Common Stock | | | | | | 1,988 | I | 401(k) Plan |

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

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SEC 1474
(9-02)

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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 Amount Number of Shares |
| Stock Appreciation Rights | \$ 63.66 | 02/08/2018 | | M | 113,644 | (3) 12/12/2022 | Common Stock 113,644 |
| Stock Appreciation Rights | \$ 88.87 | 02/08/2018 | | M | 100,339 | (3) 12/11/2023 | Common Stock 100,339 |
| Stock Appreciation Rights | \$ 110.04 | 02/08/2018 | | M | 93,946 | (3) 12/10/2024 | Common Stock 93,946 |
| Stock Appreciation Rights | \$ 121.49 | 02/08/2018 | | M | 101,064 | (3) 12/09/2025 | Common Stock 101,064 |
| Stock Appreciation Rights | \$ 143.07 | 02/08/2018 | | M | 78,155 | (3) 12/14/2026 | Common Stock 78,155 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RING TIMOTHY M
C/O BECTON, DICKINSON AND COMPANY
1 BECTON DRIVE
FRANKLIN LAKES, NJ 07417

X

Signatures

Richard Stout, by power of attorney for Timothy M. Ring

02/12/2018

**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)

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The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$212.03 through \$222.59. Full information regarding the number of shares purchased at each separate price will be provided to the Securities and Exchange Commission, the issuer or a security holder of the issuer upon request. These sales were made pursuant to a 10b5-1 plan.

- (2) The reporting person disclaims beneficial ownership of the shares held by his children and this report should not be deemed an admission that the reporting person is the beneficial owner of his children's shares for purpose of Section 16 or for any other purpose.
- (3) The stock appreciation rights are fully vested.

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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