

RING TIMOTHY M

Form 4

February 12, 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

OMB
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(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)
02/08/2018

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

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)
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 (1)	D	
Common Stock	02/08/2018		S	80,489	D \$ 217.82 182,109 (1)	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	\$ <u>217.82</u> (1)	241,583	D	
Common Stock	02/08/2018	S	59,474	D	\$ <u>217.82</u> (1)	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	\$ <u>217.82</u> (1)	228,679	D	
Common Stock	02/08/2018	S	46,570	D	\$ <u>217.82</u> (1)	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	\$ <u>217.82</u> (1)	226,904	D	
Common Stock	02/08/2018	S	44,795	D	\$ <u>217.82</u> (1)	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	\$ <u>217.82</u> (1)	209,021	D	
Common Stock	02/08/2018	S	26,912	D	\$ <u>217.82</u> (1)	182,109	D	
Common Stock	02/08/2018	S	11,421	D	\$ <u>217.82</u> (1)	170,688	D	
Common Stock						407	I	By Children (2)
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
Date 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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