

BECTON DICKINSON & CO
 Form 5
 November 13, 2013

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 BECTON HENRY P JR

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/19/2012

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 Reporting

(check applicable line)

FRANKLIN LAKES, NJ 07417

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	12/19/2012	^	G	80	D	\$ 0	11,240	I	See footnote (1)
Common Stock	12/21/2012	^	G	17,000	D	\$ 0	101,231	I	See footnote (2)
Common Stock	12/21/2012	^	G	17,000	A	\$ 0	17,000	I	See footnote (3)
Common	09/27/2013	^	G	43,300	A	\$ 0	43,300	I	See

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Stock									footnote ⁽⁴⁾
Common Stock	09/27/2013	Â	G	59,000	A	\$ 0	59,000	I	See footnote ⁽⁵⁾
Common Stock	Â	Â	Â	Â	Â	Â	12,031	I	By GRAT
Common Stock	Â	Â	Â	Â	Â	Â	37,166	I	By wife ⁽⁶⁾
Common Stock	Â	Â	Â	Â	Â	Â	109,012	I	See footnote ⁽⁷⁾
Common Stock	Â	Â	Â	Â	Â	Â	24,210 ⁽⁸⁾	D	Â

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECTON HENRY P JR C/O BECTON, DICKINSON AND COMPANY 1 BECTON DRIVE FRANKLIN LAKES, NJ 07417	Â X	Â	Â	Â

Signatures

Richard Stout, by power of attorney for Henry P. Becton, Jr. 11/13/2013

**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) By trust for benefit of reporting person and his siblings, of which he is a co-trustee.
- (2) Held in trust and/or limited liability company for benefit of reporting person. Includes shares previously held in grantor retainer annuity trusts (GRATs) that were distributed by the GRATs.
- (3) Represents shares held in trust for benefit of reporting person's wife and descendants of which wife is a co-trustee. The reporting person disclaims beneficial ownership of these shares.
- (4) Represents shares held in testamentary trusts of which reporting person is a beneficiary and co-trustee.
- (5) Represents shares held in trust of which reporting person is a beneficiary and a co-trustee.
- (6) Represents shares held in trust for benefit of spouse and shares held directly by spouse.
- (7) Held by trusts for benefit of reporting person's children, with wife as co-trustee. The reporting person disclaims beneficial ownership of these shares.
- (8) Includes restricted stock units awarded under the Becton, Dickinson and Company 2004 Employee and Director Equity-Based Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.