

# **BECTON DICKINSON & CO**

Reported by  
**POLEN THOMAS E JR**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/03/26 for the Period Ending 06/01/26

Address	ONE BECTON DR FRANKLIN LAKES, NJ, 07417-1880
Telephone	2018476800
CIK	0000010795
Symbol	BDX
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	09/30

# FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Polen Thomas E Jr</b>  <small>(Last) (First) (Middle)</small>  <b>C/O BECTON, DICKINSON AND COMPANY</b> <b>1 BECTON DRIVE</b>  <small>(Street)</small>  <b>FRANKLIN LAKES NEW JERSEY</b> <b>07417</b>  <small>(City) (State) (Zip/Postal Code)</small>  <b>UNITED STATES</b>  <small>(Country)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>BECTON DICKINSON &amp; CO [BDX]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/1/2026</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman, CEO and President</b>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	6/1/2026		M		20,209	A	\$126.16	125,680	D	
Common Stock	6/1/2026		D		17,445	D	\$146.15	108,235	D	
Common Stock	6/1/2026		S		2,764	D	\$146.35 <sup>(1)</sup>	110,163 <sup>(2)</sup>	D	

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Appreciation Rights	\$126.16 <sup>(3)</sup>	6/1/2026		M		20,209 <sup>(3)</sup>		11/26/2017 <sup>(4)</sup>	11/26/2026	Common Stock	20,209	\$0	0	D		

**Explanation of Responses:**

- (1) The reported sale price reflects the weighted average sale price for multiple transactions. The actual sales prices for the transactions ranged from \$145.21 through \$147.49. 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.
- (2) Direct holdings reflect adjustments made in connection with the combination of the Biosciences and Diagnostic Solutions businesses with Waters Corp. to the number of shares underlying previously reported and unvested time-vested restricted stock units held by the reporting person.
- (3) Award terms reflect adjustments made in connection with the combination of the Biosciences and Diagnostic Solutions businesses with Waters Corp.
- (4) The stock appreciation rights vested in four annual installments beginning November 26, 2017.

**Remarks:**

The reported transactions were made pursuant to a Rule 10b5-1 plan adopted by the reporting person on March 2, 2026.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Polen Thomas E Jr</b> <b>C/O BECTON, DICKINSON AND COMPANY</b> <b>1 BECTON DRIVE</b> <b>FRANKLIN LAKES</b> <b>NEW JERSEY</b> <b>07417</b> <b>UNITED STATES</b>	<b>X</b>		<b>Chairman, CEO and President</b>	

**Signatures****Donna Kalazdy, by power of attorney from Thomas E. Polen, Jr.****6/3/2026**\*\*Signature of Reporting PersonDate

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

\* 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).

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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\* Form 4: SEC 1474 (03-26).