

BECTON DICKINSON & CO  
Form 8-K  
January 28, 2015

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) January 28, 2015 (January 27, 2015)**

**BECTON, DICKINSON AND COMPANY**  
**(Exact Name of Registrant as Specified in Its Charter)**

**New Jersey**  
**(State or Other Jurisdiction of Incorporation)**

**001-4802**  
**(Commission File Number)**

**22-0760120**  
**(IRS Employer Identification No.)**

**1 Becton Drive, Franklin Lakes, New Jersey**  
**(Address of Principal Executive Offices)**

**07417-1880**  
**(Zip Code)**

**(201) 847-6800**

**(Registrant's Telephone Number, Including Area Code)**

**N/A**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K Filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

BD's 2015 Annual Meeting of Shareholders ( Annual Meeting ) was held on January 27, 2015. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

*Item No. 1:* All of the Board of Directors' nominees for director were elected to serve for a term of one year and until their respective successors are elected and qualified, by the votes set forth in the table below:

| <b>Nominee</b>           | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------------|-------------|----------------|----------------|-----------------------------|
| Basil L. Anderson        | 146,447,182 | 2,558,659      | 526,206        | 18,265,836                  |
| Henry P. Becton, Jr.     | 147,666,970 | 1,465,586      | 399,491        | 18,265,836                  |
| Catherine M. Burzik      | 148,487,819 | 340,476        | 703,252        | 18,265,836                  |
| Edward F. DeGraan        | 147,043,178 | 1,934,671      | 554,199        | 18,265,836                  |
| Vincent A. Forlenza      | 144,991,231 | 3,319,614      | 1,221,202      | 18,265,836                  |
| Claire M. Fraser         | 148,619,363 | 419,630        | 493,005        | 18,265,836                  |
| Christopher Jones        | 148,414,632 | 613,178        | 504,238        | 18,265,836                  |
| Marshall O. Larsen       | 147,464,791 | 1,557,949      | 509,308        | 18,265,836                  |
| Gary A. Mecklenburg      | 146,436,464 | 2,562,997      | 532,586        | 18,265,836                  |
| James F. Orr             | 147,090,599 | 1,909,556      | 531,893        | 18,265,836                  |
| Willard J. Overlock, Jr. | 147,109,154 | 1,875,693      | 547,201        | 18,265,836                  |
| Claire Pomeroy           | 137,311,893 | 11,664,937     | 555,211        | 18,265,836                  |
| Rebecca W. Rimel         | 148,496,221 | 501,261        | 534,559        | 18,265,836                  |
| Bertram L. Scott         | 146,815,863 | 2,190,129      | 526,055        | 18,265,836                  |

*Item No. 2:* The appointment of Ernst & Young as BD's independent registered public accounting firm for fiscal year 2015 was ratified by the shareholders by the votes set forth in the table below:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 166,093,557 | 1,232,852      | 471,474        |

*Item No. 3:* The shareholders approved, on an advisory, non-binding basis, the compensation of BD's named executive officers by the votes set forth in the table below:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|-------------|----------------|----------------|-----------------------------|
| 141,195,736 | 6,959,857      | 1,376,455      | 18,265,836                  |

*Item No. 4:* The shareholder proposal regarding an annual report on animal testing, which was included in BD's proxy materials, was withdrawn and not voted upon at the Annual Meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BECTON, DICKINSON AND COMPANY

(Registrant)

By: /s/ Gary DeFazio

Gary DeFazio

Vice President and Corporate Secretary

Date: January 28, 2015