

**Report of Organizational Actions  
Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name <b>Becton, Dickinson and Company</b>		<b>2</b> Issuer's employer identification number (EIN) <b>22-0760120</b>	
<b>3</b> Name of contact for additional information Monique Dolecki	<b>4</b> Telephone No. of contact (800) 284-6845	<b>5</b> Email address of contact investor_relations@bd.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact <b>1 Becton Drive</b>		<b>7</b> City, town, or post office, state, and Zip code of contact <b>Franklin Lakes, New Jersey 07417-1880</b>	
<b>8</b> Date of action <b>March 17, 2015</b>		<b>9</b> Classification and description <b>Common stock</b>	
<b>10</b> CUSIP number <b>075887109</b>	<b>11</b> Serial number(s) <b>N/A</b>	<b>12</b> Ticker symbol <b>BDX</b>	<b>13</b> Account number(s) <b>N/A</b>

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **See attachment.**

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **See attachment.**

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **See attachment.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **See attachment.**

Blank lined area for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ **See attachment.**

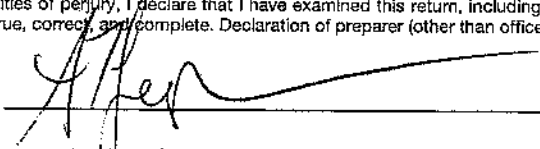
Blank lined area for providing information on resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **See attachment.**

Blank lined area for providing other necessary information.

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ 4/2/15

Print your name ▶ Antoinette Segreto Title ▶ Vice President, Tax

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

**ATTACHMENT TO FORM 8937**

**14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

The organizational action is the merger (the "Merger") of Griffin Sub, Inc., a wholly-owned subsidiary of Becton, Dickinson and Company ("BD"), with and into CareFusion Corporation ("CareFusion") on March 17, 2015 (the "Effective Date"). As a result of the Merger, each outstanding share of CareFusion common stock was converted into the right to receive (1) \$49.00 in cash and (2) 0.0777 of a share of BD common stock, with cash paid in lieu of fractional shares of BD common stock.

The Merger is treated as a taxable transaction for U.S. federal income tax purposes. See the registration statement on Form S-4 filed by BD with the Securities and Exchange Commission on November 4, 2014, as amended (available at [www.SEC.gov](http://www.SEC.gov)), for a detailed description of the Merger and certain U.S. federal income tax consequences thereof.

**15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. shareholder as an adjustment per share or as a percentage of old basis.**

A CareFusion shareholder's initial tax basis in each share of BD common stock received pursuant to the Merger will generally be equal to the fair market value of such share as of the Effective Date. BD intends to take the position that the fair market value of BD common stock was \$142.29 per share as of the Effective Date, which is equal to the closing price of BD common stock on the New York Stock Exchange on March 16, 2015 (i.e., the last trading day before the Effective Date).

You should consult your tax advisor to determine the proper fair market value of BD common stock for purposes of calculating your tax basis in any BD common stock received pursuant to the Merger.

**16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

See Part II, Box 15.

**17. List the applicable Internal Revenue Code section(s) upon which the tax treatment is based.**

The tax treatment described above is based on sections 1001 and 1012 of the Internal Revenue Code of 1986, as amended.

**18. Can any resulting loss be recognized?**

Yes. In general, a CareFusion shareholder may recognize any loss realized on the exchange of CareFusion common stock for cash and BD common stock pursuant to the Merger.

**19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Merger occurred on March 17, 2015. For a CareFusion shareholder whose tax year is the calendar year, the reportable tax year is generally the 2015 calendar year.