

BECTON DICKINSON & CO  
Form DEF 14A  
December 19, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

Becton, Dickinson and Company  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Becton, Dickinson and Company**

1 Becton Drive

Franklin Lakes, New Jersey 07417-1880

*www.bd.com*

December 19, 2013

Dear Fellow Shareholders:

You are cordially invited to attend the 2014 Annual Meeting of Shareholders of Becton, Dickinson and Company ( BD ) to be held at 1:00 p.m. EST on Tuesday, January 28, 2014 at the Four Seasons Hotel New York, 57 East 57<sup>th</sup> Street, New York, New York.

The notice of meeting and proxy statement describe the matters to be acted upon at the meeting. We also will report on matters of interest to BD shareholders.

Your vote is important. Whether or not you plan to attend the Annual Meeting in person, we encourage you to vote so that your shares will be represented and voted at the meeting. You may vote by proxy on the Internet or by telephone, or by completing and mailing the enclosed proxy card in the return envelope provided. You may also vote in person at the Annual Meeting.

Thank you for your continued support of BD.

Sincerely,

Vincent A. Forlenza  
*Chairman, Chief Executive Officer and President*

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**Becton, Dickinson and Company**

**1 Becton Drive**

**Franklin Lakes, New Jersey 07417-1880**

December 19, 2013

The 2014 Annual Meeting of Shareholders of Becton, Dickinson and Company ( *BD* ) will be held as follows:

DATE: Tuesday, January 28, 2014  
TIME: 1:00 p.m. EST  
LOCATION: Four Seasons Hotel New York

57 East 57<sup>th</sup> Street

New York, New York

PURPOSE: To consider and act upon the following proposals:

1. The election as directors of the fourteen nominees named in the attached proxy statement for a one-year term;
2. The ratification of the selection of the independent registered public accounting firm;
3. An advisory vote to approve named executive officer compensation;
4. Approval of material terms of performance goals under *BD*'s 2004 Employee and Director Equity-Based Compensation Plan;
5. Approval of material terms of performance goals under *BD*'s Performance Incentive Plan;
6. A shareholder proposal regarding an independent Board Chair; and
7. Such other business as may properly come before the meeting.

Shares represented by properly executed proxies will be voted in accordance with the instructions specified therein. Shares represented by properly executed proxies that do not provide specific voting instructions will be voted in accordance with the recommendations of *BD*'s Board of Directors set forth in this proxy statement.

**Important Notice Regarding the Availability of Proxy Materials for the 2014 Annual Meeting of Shareholders to be held on January 28, 2014. *BD*'s proxy statement and 2013 Annual Report, which includes *BD*'s consolidated financial statements, are available at [www.bd.com/investors/](http://www.bd.com/investors/).**

Shareholders of record at the close of business on December 10, 2013 will be entitled to attend and vote at the meeting.

By order of the Board of Directors,

Gary DeFazio  
*Vice President and Corporate Secretary*

**It is important that your shares be represented and voted,**

**whether or not you plan to attend the meeting.**

**YOU CAN VOTE BY PROXY OR SUBMIT VOTING INSTRUCTIONS IN**

**ONE OF THREE WAYS:**

**1. VIA THE INTERNET:**

Visit the website noted on your proxy/voting instruction card.

**2. BY TELEPHONE:**

Use the telephone number noted on your proxy/voting instruction card.

**3. BY MAIL:**

Promptly return your signed and dated proxy/voting instruction card in the enclosed envelope.

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**PROXY STATEMENT**

**2014 ANNUAL MEETING OF SHAREHOLDERS**

**Tuesday, January 28, 2014**

**BECTON, DICKINSON AND COMPANY**

**1 Becton Drive**

**Franklin Lakes, New Jersey 07417-1880**

**GENERAL INFORMATION**

**Proxy Solicitation**

These proxy materials are being mailed or otherwise sent to shareholders of Becton, Dickinson and Company ( BD ) on or about December 19, 2013 in connection with the solicitation of proxies by the Board of Directors for BD s 2014 Annual Meeting of Shareholders to be held at 1:00 p.m. EST on Tuesday, January 28, 2014 at the Four Seasons Hotel New York, 57 East 57<sup>th</sup> Street, New York, New York. **Important Notice Regarding the Availability of Proxy Materials for the 2014 Annual Meeting of Shareholders to be held on January 28, 2014. This proxy statement and BD s 2013 Annual Report to Shareholders are also available at [www.bd.com/investors/](http://www.bd.com/investors/).**

Directors, officers and other BD associates also may solicit proxies by telephone or otherwise. Brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses. BD has retained MacKenzie Partners, Inc. to assist in soliciting proxies for a fee not to exceed \$25,000 plus expenses. The cost of soliciting proxies will be borne by BD.

**Shareholders Entitled to Vote; Attendance at the Meeting**

Shareholders of record at the close of business on December 10, 2013 are entitled to notice of, and to vote at, the meeting. As of such date, there were 193,977,072 shares of BD common stock outstanding, each entitled to one vote.

If your shares are held in the name of a bank, broker or other nominee (also known as shares held in street name ) and you wish to attend the meeting, you must present proof of ownership as of the record date, such as a bank or brokerage account statement, to be admitted. BD also may request appropriate identification as a condition of admission.

**Quorum; Required Vote**

The holders of a majority of the shares entitled to vote at the meeting must be present in person or represented by proxy to constitute a quorum. Directors are elected by a majority of the votes cast at the meeting (Proposal 1). If an incumbent director does not receive the requisite vote, he or she must tender his or her resignation, and the Board will decide whether to accept the resignation in accordance with the process described later in this proxy statement.

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Approval of Proposals 2, 3, 4, 5 and 6 requires the affirmative vote of a majority of the votes cast at the meeting. Under New Jersey law, abstentions and shares that brokers do not have the authority to vote in the absence of timely instructions from the beneficial owners will not be counted as votes cast, and, accordingly, will have no effect on the outcome of the vote for any of the proposals. Proposal 2 is a discretionary item, and New York Stock Exchange ( NYSE ) member brokers that do not receive instructions on how to vote from beneficial owners may cast those votes in their discretion on Proposal 2.



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### How to Vote

Shareholders of record may cast their votes at the meeting. In addition, shareholders of record may cast their votes by proxy, and participants in the BD plans described below may submit their voting instructions, by:

using the Internet and voting at the website listed on the enclosed proxy/voting instruction card (the proxy card );

using the telephone number listed on the proxy card; or

signing, completing and returning the proxy card in the enclosed postage-paid envelope.

Votes cast through the Internet and telephone votes are authenticated by use of a personal identification number. This procedure allows shareholders to appoint a proxy, and the various plan participants to provide voting instructions, and to confirm that their actions have been properly recorded. Specific instructions to be followed are set forth on the proxy card. If you vote through the Internet or by telephone, you do not need to return your proxy card. **In order to be timely processed, voting instructions submitted by participants in BD's Global Share Investment Program ( GSIP ) must be received by 12:00 p.m. EST on January 22, 2014, and voting instructions submitted by participants in all other BD plans must be received by 12:00 p.m. EST on January 24, 2014. All proxies submitted by record holders through the Internet or by telephone must be received by 11:00 a.m. EST on January 28, 2014.**

If you are the beneficial owner of shares held in street name , you have the right to direct your bank, broker or other nominee on how to vote your shares by using the voting instruction form provided to you by them, or by following their instructions for voting through the Internet or by telephone. In the alternative, you may vote in person at the meeting if you obtain a valid proxy from your bank, broker or other nominee and present it at the meeting.

Shares represented by properly executed proxies will be voted in accordance with the instructions specified therein. Shares represented by properly executed proxies that do not specify voting instructions will be voted in accordance with the recommendations of the Board of Directors set forth in this proxy statement.

#### *Savings Incentive Plan ( SIP )*

Participants in SIP, BD's 401(k) plan, are named fiduciaries. As named fiduciaries, they may instruct the SIP trustee how to vote the shares of BD common stock allocated to their SIP accounts. Shares for which no voting instructions have been received by the SIP trustee will be voted in the same proportion as those shares for which timely instructions have been received.

#### *Participants in Other Plans*

Participants in BD's Deferred Compensation and Retirement Benefit Restoration Plan (the Restoration Plan ), the 1996 Directors' Deferral Plan (the Directors' Deferral Plan ), and GSIP (if so provided under the terms of the local country GSIP plan) may provide voting instructions for all shares of BD common stock allocated to their plan accounts. The trustees of these plans will vote the plan shares for which they do not receive instructions in the same proportion as the plan shares for which they do receive instructions.

Proxies representing shares of BD common stock held of record also will serve as proxies for shares held under the Direct Stock Purchase Plan sponsored and administered by Computershare Trust Company, N.A. and any shares of BD common stock allocated to participants' accounts under the plans mentioned above, if the registrations are the same. Separate mailings will be made for shares not held under the same registrations.

**Table of Contents****Revocation of Proxies or Change of Instructions**

A proxy given by a shareholder of record may be revoked or changed at any time before it is voted by:

sending written notice of revocation to the Corporate Secretary of BD at the address set forth above or delivering such notice at the meeting,

delivering a proxy (by one of the methods described above under the heading "How to Vote") bearing a later date, or

voting in person at the meeting.

Participants in the plans described above may change their voting instructions by delivering new voting instructions by one of the methods described above under the heading "How to Vote."

If you are the beneficial owner of shares held in "street name", you may submit new voting instructions in the manner provided by your bank, broker or other nominee, or you may vote in person at the meeting in the manner described above under the heading "How to Vote."

**Other Matters**

The Board of Directors is not aware of any matters to be presented at the meeting other than those set forth in the accompanying notice. If any other matters properly come before the meeting, the persons named in the proxy card will vote on such matters in accordance with their best judgment.

**OWNERSHIP OF BD COMMON STOCK****Securities Owned by Certain Beneficial Owners**

The following table sets forth as of September 30, 2013, information concerning those persons known to BD to be the beneficial owner of more than 5% of BD's outstanding common stock. This information is as reported by such persons in their filings with the Securities and Exchange Commission ("SEC").

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
State Street Corporation State Street Bank and Trust Company, Trustee State Street Financial Center One Lincoln Street Boston, MA 02111	12,644,396(1)	6.5%
Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, PA 19355	10,896,421(2)	5.6%

(1) The owner has shared investment power with respect to all of these shares and sole voting power with respect to 12,529,483 shares.

(2) The owner has shared investment power with respect to 305,644 shares, sole investment power with respect to 10,590,777 shares, and sole voting power with respect to 329,240 shares.

**Securities Owned by Directors and Management**

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The following table sets forth as of December 1, 2013 information concerning the beneficial ownership of BD common stock by (i) each director, (ii) the executive officers named in the Summary Compensation Table on page 39, and (iii) all nominees for director and executive officers as a group. In general, beneficial ownership includes those shares that a director or executive officer has the sole or shared power to vote or transfer, including shares that may be acquired under outstanding equity compensation awards or otherwise within 60 days.

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Except as indicated in the footnotes to the table, each person has the sole power to vote and transfer the shares he or she beneficially owns. BD has a policy that prohibits directors and employees from pledging BD shares or engaging in transactions that are intended to hedge against the economic risk of owning BD shares. None of BD's directors or executive officers has pledged or hedged against any of the shares listed.

**BD COMMON STOCK**

Name	Amount and Nature of Beneficial Ownership(1)	Percentage of Class
Basil L. Anderson	23,833	*
Henry P. Becton, Jr.(2)	271,629	*
Catherine M. Burzik	2,049	*
Gary M. Cohen	245,137	*
Edward F. DeGraan	31,144	*
Vincent A. Forlenza	910,644	*
Claire M. Fraser	14,031	*
Christopher Jones	10,349	*
William A. Kozy	497,383	*
Marshall O. Larsen	15,084	*
Adel A.F. Mahmoud	14,151	*
Gary A. Mecklenburg	24,144	*
James F. Orr	31,360	*
Willard J. Overlock, Jr.	51,496	*
Christopher R. Reidy(3)	0	*
Rebecca W. Rimel	3,478	*
Bertram L. Scott	32,393	*
Jeffrey S. Sherman	256,279	*
Alfred Sommer	32,506	*
Directors and executive officers as a group (25 persons)	2,724,070	1.4%

\* Represents less than 1% of the outstanding BD common stock.

- (1) Includes shares held directly, and, with respect to executive officers, indirect interests in BD common stock held under the SIP and Restoration Plan, and, with respect to the non-management directors, indirect interests in BD common stock held under the Directors Deferral Plan. Additional information on certain of these plans appears on pages 62-63. Includes shares under outstanding stock appreciation rights and restricted stock units that executive officers may acquire within 60 days, as follows: Mr. Cohen, 171,125 shares; Mr. Forlenza, 831,444 shares; Mr. Kozy, 441,446 shares; and Mr. Sherman, 240,210 shares. Also includes, with respect to each non-management director, shares issuable under restricted stock units upon the director's termination of service on the Board as follows: Mr. Anderson, 17,581 shares; Mr. Becton, 18,998 shares; Ms. Burzik, 2,049 shares; Mr. DeGraan, 18,998 shares; Dr. Fraser, 14,031 shares; Mr. Jones, 7,388 shares; Mr. Larsen, 12,258 shares; Dr. Mahmoud, 14,031 shares; Mr. Mecklenburg, 17,581 shares; Mr. Orr, 18,998 shares; Mr. Overlock, 18,998 shares; Ms. Rimel, 3,206 shares; Mr. Scott, 18,998 shares; and Dr. Sommer, 18,998 shares.
- (2) Includes 226,802 shares held by trusts of which Mr. Becton is a co-trustee with shared investment and voting power or held by a limited liability company owned by one of such trusts. Does not include 37,166 shares owned by Mr. Becton's spouse, or 109,012 shares held in trusts for the benefit of his children, and as to each of which he disclaims beneficial ownership.
- (3) Mr. Reidy joined BD in July 2013.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires BD's directors and executive officers to file initial reports of their ownership of BD's equity securities and reports of changes in such ownership with the SEC and the NYSE. Directors and executive officers are required by SEC regulations to furnish BD with copies

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of all Section 16(a) forms they file with respect to BD securities. Based solely on a review of copies of such forms and written representations from BD's directors and executive officers, BD believes that, for the period from October 1, 2012 through September 30, 2013, all of its directors and executive officers were in compliance with the reporting requirements of Section 16(a), except that a report regarding Ellen R. Strahlman's sign-on equity grant, and a report for one transaction by Stephen Sichak, were inadvertently filed late.

**Proposal 1. ELECTION OF DIRECTORS**

Members of our Board of Directors are elected to serve a term of one year and until their successors have been elected and qualified. All of the nominees for director have consented to being named in this proxy statement and to serve if elected. Each of the nominees is a current member of BD's Board. Dr. Adel A.F. Mahmoud, who has reached the mandatory retirement age under BD's Corporate Governance Principles, will retire as a member of the Board effective at the Annual Meeting. BD does not know of any reason why any nominee would be unable to serve as director. If any nominee is unable to serve, the shares represented by valid proxies will be voted for the election of such other person as the Board may nominate, or the size of the Board may be reduced.

BD directors have a variety of backgrounds, which reflects the Board's continuing efforts to achieve a diversity of viewpoint, experience, knowledge, ethnicity and gender. As more fully discussed below, director nominees are considered on the basis of a range of criteria, including their business knowledge and background, prominence and reputation in their fields, global business perspective and commitment to strong corporate citizenship. They must also have experience and ability that is relevant to the Board's oversight role with respect to BD's business and affairs. Each nominee's biography includes the particular experience and qualifications that led the Board to conclude that the nominee should serve on the Board.

**NOMINEES FOR DIRECTOR**

*Basil L. Anderson*, 68, has been a director since 2004. From 2001 until his retirement in 2006, he served as Vice Chairman of Staples, Inc., a supplier of office products. Prior thereto, he was Executive Vice President Finance and Chief Financial Officer of Campbell Soup Company. Mr. Anderson also is a director of Hasbro, Inc., Moody's Corporation and Staples, Inc. He was formerly a director of CRA International, Inc.

Mr. Anderson has an extensive business and financial background as both an operating executive and as a chief financial officer of a major multinational public company. His experience includes strategic, business and financial planning and operations; international operations; and service as a director for public companies in different industries.

*Henry P. Becton, Jr.*, 70, has been a director since 1987. Since 2007, he has served as Vice Chairman of the WGBH Educational Foundation, a producer and broadcaster of public television, radio and Internet programs, and other educational media materials. He served as President of WGBH Educational Foundation from 1984 to 2007. Mr. Becton also serves as Lead Director of the Belo Corporation, a director of Public Radio International, and a director/trustee of various DWS mutual funds. He was formerly a director of the PBS Foundation.

Mr. Becton possesses a broad range of operational, financial and corporate governance experience developed through his professional and board-related activities in a variety of contexts. This broad background is coupled with Mr. Becton's extensive knowledge of BD, which provides him with a unique perspective on BD.

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*Catherine M. Burzik*, 63, served as President and Chief Executive Officer of Kinetic Concepts, Inc., a medical device company specializing in the fields of wound care and regenerative medicine, from 2006 until January 2012 when the company was taken private. Ms. Burzik currently serves as Chair of the Board of Directors of the American College of Wound Healing and Tissue Repair, is a member of the San Antonio Branch of the Dallas Federal Reserve Board, and is a general partner of Targeted Technology Fund II, LP. Previously, Ms. Burzik served as President of Applied Biosystems and as President of Ortho-Clinical Diagnostics, Inc., a Johnson & Johnson company, and held senior executive roles at Eastman Kodak Company. Ms. Burzik was formerly a director of Allscripts Healthcare Solutions, Inc. and VitaPath Genetics, Inc.

Ms. Burzik is a seasoned executive in the healthcare industry, having led major medical device, diagnostic, diagnostic imaging and life sciences businesses. She contributes strong strategic and leadership expertise, and extensive knowledge of the global healthcare field.

*Edward F. DeGraan*, 70, has been a director since 2003. In 2006, he retired as Vice Chairman Gillette of the Procter & Gamble Company, a manufacturer of consumer products. Prior thereto, he was Vice Chairman of The Gillette Company, and served as its President and Chief Operating Officer from 2000 until 2003. He also served as Acting Chief Executive Officer of Gillette from October 2000 to February 2001. Mr. DeGraan also is a director of Amica Mutual Insurance Company and a Senior Advisor of Centerview Partners, L.P.

Mr. DeGraan brings extensive operational, manufacturing and executive experience in a consumer industry with a strong manufacturing base. He possesses a broad background in strategic, business and financial planning and operations, deepened by his global perspective developed through his long tenure with a multinational company.

*Vincent A. Forlenza*, 60, has been a director since October 2011, and became BD's Chairman in July 2012. He was elected BD's Chief Executive Officer in October 2011 and has served as its President since January 2009. He also served as BD's Chief Operating Officer from July 2010 to October 2011, and prior thereto, served as Executive Vice President.

Mr. Forlenza has been with BD for over 30 years in a number of different capacities, including strategic planning, marketing, general management in all three of BD's segments, and overseas roles. Mr. Forlenza brings to the Board extensive business and industry experience, and provides the Board with a unique perspective on BD's strategy and operations, particularly in the area of new product development.

*Claire M. Fraser, Ph.D.*, 58, has been a director since 2006. Since 2007, she has been Director of the Institute for Genome Sciences and a Professor of Medicine at the University of Maryland School of Medicine in Baltimore, Maryland. From 1998 to 2007, she served as President and Director of The Institute for Genomic Research, a not-for-profit center dedicated to deciphering and analyzing genomes. Dr. Fraser also serves on the Board of the American Association for the Advancement of Science.

Dr. Fraser is a prominent scientist with a strong background in infectious diseases and molecular diagnostics, including the development of novel diagnostics and vaccines. She also brings considerable managerial experience in her field.

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*Christopher Jones*, 58, has been a director since 2010. Mr. Jones retired in 2001 as Chief Executive Officer of JWT Worldwide (previously known as J. Walter Thompson), an international marketing firm. Since 2002, Mr. Jones has been Operating Partner and director at Motion Equity Partners (formerly Cognetas LLP), a pan-European private equity firm. He has been the non-executive Chairman of Results International Group since 2002. He also is Chairman of the Board of The Pavilion Clinic and a member of the Health Advisory Board of The Johns Hopkins University Bloomberg School of Public Health.

Mr. Jones contributes an important international perspective based on his distinguished career as a marketing leader and head of a global marketing firm. He offers substantial marketing, strategic and managerial expertise derived from his broad range of activities in the field.

*Marshall O. Larsen*, 65, has been a director since 2007. Mr. Larsen retired in 2012 as Chairman, President and Chief Executive Officer of Goodrich Corporation, a supplier of systems and services to the aerospace and defense industry. Mr. Larsen also is a director of Lowe's Companies, Inc., United Technologies Corporation and the Federal Reserve Bank of Richmond.

As a veteran chief executive officer of a public company, Mr. Larsen offers the valuable perspective of an individual with highly-developed executive leadership and financial and strategic management skills in a global manufacturing company. These qualities reflect considerable domestic and international business and financial experience.

*Gary A. Mecklenburg*, 67, has been a director since 2004. In 2006, he retired as President and Chief Executive Officer of Northwestern Memorial HealthCare, the parent corporation of Northwestern Memorial Hospital, a position he had held since 1986. He also served as President of Northwestern Memorial Hospital from 1985 to 2002. He is currently an Executive Partner of Waud Capital Partners, L.L.C., a private equity investment firm. Mr. Mecklenburg is also a director of LHP Hospital Partners, Inc., and was formerly a director of Acadia Healthcare Company, Inc.

Mr. Mecklenburg's long tenure in hospital administration affords him a broad perspective on the many facets of the delivery of healthcare and a deep knowledge of healthcare financing and administration. As the former leader of a major teaching hospital, Mr. Mecklenburg possesses strong executive management, financial, strategic and operational knowledge as applied in a healthcare setting.

*James F. Orr*, 68, has been a director since 2000. In 2007, he retired as Chairman of the Board of Convergys Corporation, a provider of customer management, employee care and outsourced billing services, a position he had held since 2000. He also served as Convergys' Chief Executive Officer from 1998 until his retirement in 2007. Mr. Orr also is a director of Ohio National Financial Services, Inc.

Mr. Orr contributes the important insights of a former chief executive officer of a public company. His background reflects extensive managerial, strategic, operational and financial experience from the perspective of a service industry. He also possesses a depth of understanding of corporate governance and enterprise risk management.

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*Willard J. Overlock, Jr.*, 67, has been a director since 1999. He retired in 1996 as a partner in Goldman, Sachs & Co., where he served as a member of its Management Committee, and retains the title of Senior Director to The Goldman Sachs Group, Inc. Mr. Overlock also is a trustee of Rockefeller University and a member of the Board of Directors of The Albert and Mary Lasker Foundation.

Mr. Overlock has broad financial and investment banking experience based on his senior leadership roles in these areas. He contributes financial and transactional expertise and acumen in mergers and acquisitions and complex financial transactions.

*Rebecca W. Rimel*, 62, has been a director since July 2012. Since 1994, she has served as President and Chief Executive Officer of The Pew Charitable Trusts, a public charity that provides grants to improve public policy and support community service. Ms. Rimel previously served as Assistant Professor in the Department of Neurosurgery at the University of Virginia Hospital and also as Head Nurse of its medical center emergency department. Ms. Rimel also is a director of BioTelemetry, Inc. (formerly CardioNet, Inc.) and a director/trustee of various DWS mutual funds.

Ms. Rimel brings executive leadership and extensive experience in public policy and advocacy, particularly in the area of healthcare. She also offers the perspective of someone with a strong background in the healthcare field.

*Bertram L. Scott*, 62, has been a director since 2002. Mr. Scott is the President and Chief Executive Officer of Affinity Health Plan. He previously served as President, U.S. Commercial of CIGNA Corporation from June 2010 to December 2011. Prior thereto, Mr. Scott served as Executive Vice President of TIAA-CREF from 2000 to 2010 and as President and Chief Executive Officer of TIAA-CREF Life Insurance Company from 2000 to 2007. Mr. Scott also is a director of AXA Financial, Inc.

Mr. Scott possesses strong strategic, operational and financial experience from the variety of executive roles in which he has served during his career. He brings experience in corporate governance and business expertise in the insurance and healthcare fields.

*Alfred Sommer, M.D., M.H.S.*, 71, has been a director since 1998. He is Professor of International Health, Epidemiology, and Ophthalmology at The Johns Hopkins University ( JHU ) Bloomberg School of Public Health (the Bloomberg School ) and the JHU School of Medicine, positions he has held since 1986. He is Dean Emeritus of the Bloomberg School, having served as Dean from 1990 to 2005. He is a member of the National Academy of Sciences and the Institute of Medicine. He is a recipient of the Albert Lasker Award for Medical Research. Dr. Sommer also is a director of T. Rowe Price Group, Inc., and Chairman of the Board of Directors of The Albert and Mary Lasker Foundation.

Dr. Sommer is a renowned clinician, researcher and academic administrator with substantial and broad experience in medicine and the public health field, and has valuable board experience in the for-profit and nonprofit realms. These attributes enable him to offer deep insights into global healthcare issues and medical technology.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES FOR DIRECTOR.**





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**BOARD OF DIRECTORS**

**The Board and Committees of the Board**

BD is governed by a Board of Directors that currently consists of 15 members, 14 of whom have been determined by the Board to be independent. The Board has established four operating committees (the Committees): the Audit Committee; the Compensation and Benefits Committee (the Compensation Committee); the Corporate Governance and Nominating Committee (the Governance Committee); and the Science, Marketing, Innovation and Technology Committee. These Committees meet regularly. The Board has also established an Executive Committee that meets only as needed.

The Board has adopted written charters for each of the Committees that are posted on BD's website at [www.bd.com/investors/corporate\\_governance/](http://www.bd.com/investors/corporate_governance/). Printed copies of these charters, BD's 2013 Annual Report on Form 10-K, and BD's reports and statements filed with or furnished to the SEC, may be obtained, without charge, by contacting the Corporate Secretary, Becton, Dickinson and Company, 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880, telephone 201-847-6800.

**Committee Membership and Function**

Set forth below is a summary description of each of the Committees.

**AUDIT COMMITTEE**

**Function**

Retains and reviews the qualifications, independence and performance of BD's registered public accounting firm (the independent auditors).