

BECTON DICKINSON & CO  
Form DEF 14A  
December 18, 2014  
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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 18, 2014

Dear Fellow Shareholders:

You are cordially invited to attend the 2015 Annual Meeting of Shareholders of Becton, Dickinson and Company ( BD ) to be held at 1:00 p.m. EST on Tuesday, January 27, 2015 at the Four Seasons Hotel New York, 57 East 57<sup>th</sup> Street, New York, New York.

The accompanying 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 18, 2014

The 2015 Annual Meeting of Shareholders of Becton, Dickinson and Company ( *BD* ) will be held as follows:

DATE: Tuesday, January 27, 2015  
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. A shareholder proposal; and
5. 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 the accompanying proxy statement.

**Important Notice Regarding the Availability of Proxy Materials for the 2015 Annual Meeting of Shareholders to be held on January 27, 2015. *BD*'s proxy statement and 2014 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 9, 2014 will be entitled to attend and vote at the meeting.

By order of the Board of Directors,

Gary DeFazio  
*Vice President and Corporate Secretary*

**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**

**2015 ANNUAL MEETING OF SHAREHOLDERS**

**Tuesday, January 27, 2015**

**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 18, 2014 in connection with the solicitation of proxies by the BD Board of Directors for BD s 2015 Annual Meeting of Shareholders (the 2015 Annual Meeting ) to be held at 1:00 p.m. EST on Tuesday, January 27, 2015 at the Four Seasons Hotel New York, 57 East 57<sup>th</sup> Street, New York, New York.

BD s directors and its 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.

**Important Notice Regarding the Availability of Proxy Materials for the 2015 Annual Meeting of Shareholders to be held on January 27, 2015. This proxy statement and BD s 2014 Annual Report to Shareholders are also available at [www.bd.com/investors/](http://www.bd.com/investors/).**

**Shareholders Entitled to Vote; Attendance at the 2015 Annual Meeting**

Shareholders of record at the close of business on December 9, 2014 are entitled to notice of, and to vote at, the meeting. As of such date, there were 193,381,875 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 may request appropriate identification for all persons seeking to attend the meeting as a condition of admission.

**Quorum; Required Vote**

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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. Approval of Proposals 2, 3 and 4 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 (the GSIP ) must be received by 12:00 p.m. EST on January 21, 2015, and voting instructions submitted by participants in all other BD plans must be received by 12:00 p.m. EST on January 23, 2015. All proxies submitted by record holders through the Internet or by telephone must be received by 11:00 a.m. EST on January 27, 2015.**

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 your nominee, 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 (the SIP )*

Participants in the 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 are 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 the 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 prior to the voting of the proxy,

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 December 9, 2014, 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 Financial Center One Lincoln Street Boston, MA 02111	12,730,887(1)	6.6%
The Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, PA 19355	10,629,770(2)	5.5%
BlackRock, Inc. 40 East 52 <sup>nd</sup> Street New York, NY 10022	10,358,389(3)	5.4%

- (1) Based on a Schedule 13G filed with the SEC on February 3, 2014, State Street Corporation, as the parent holding company of several subsidiaries in their capacities as investment advisors or banks, reported aggregate beneficial ownership of 12,730,887 shares of BD's common stock as of December 31, 2013. State Street reported that it possessed shared voting power and shared dispositive power over all of these shares.

- (2) Based on an Amendment to Schedule 13G filed with the SEC on February 11, 2014, The Vanguard Group, Inc. reported aggregate beneficial ownership of 10,629,770 shares of BD's common stock as of December 31, 2013. Vanguard reported that it possessed sole voting power for 317,240 shares, sole dispositive power over 10,332,926 shares and shared dispositive power over 296,844 shares, and that it did not possess shared voting power for any shares beneficially owned.

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- (3) Based on an Amendment to Schedule 13G filed with the SEC on January 28, 2014, BlackRock, Inc. reported aggregate beneficial ownership of 10,358,389 shares of BD's common stock as of December 31, 2013. BlackRock reported that it possessed sole voting power for 8,572,726 shares and sole dispositive power over 10,358,389 shares, and that it did not possess shared voting or dispositive power over any shares beneficially owned.

**Securities Owned by Directors and Management**

The following table sets forth as of December 9, 2014 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 40, 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.

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	25,907	*
Henry P. Becton, Jr.(2)	261,318	*
Catherine M. Burzik	3,707	*
Edward F. DeGraan	33,358	*
Vincent A. Forlenza	1,042,584	*
Claire M. Fraser	15,918	*
Christopher Jones	13,092	*
William A. Kozy	531,169	*
Marshall O. Larsen	17,520	*
Gary A. Mecklenburg	26,721	*
James F. Orr	33,559	*
Willard J. Overlock, Jr.	52,798	*
Claire Pomeroy	1,311	*
Christopher R. Reidy	10,565	*
Rebecca W. Rimel	5,432	*
Bertram L. Scott	34,589	*
Jeffrey S. Sherman	260,714	*
Alfred Sommer	34,745	*
Ellen Strahlman	6,867	*
Directors and executive officers as a group (27 persons)	3,131,582	1.6%

\* 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, GSIP and the 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 5-6. Includes shares under outstanding stock appreciation rights and restricted stock units that executive officers may acquire within 60 days, as follows: Mr. Forlenza, 973,056 shares;

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Mr. Kozy, 468,458 shares; Mr. Reidy, 10,565 shares; Mr. Sherman, 245,665 shares; and Dr. Strahlman, 6,867 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, 19,536 shares; Mr. Becton, 20,980 shares; Ms. Burzik, 3,707 shares; Mr. DeGraan, 20,980 shares; Dr. Fraser, 15,918 shares; Mr. Jones, 9,148 shares; Mr. Larsen, 14,112 shares; Mr. Mecklenburg, 19,536 shares; Mr. Orr, 20,980 shares; Mr. Overlock, 20,980 shares; Dr. Pomeroy, 1,311 shares; Ms. Rimel, 4,886 shares; Mr. Scott, 20,980 shares; and Dr. Sommer, 20,980 shares.

- (2) Includes 215,761 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 108,552 shares held in trusts for the benefit of his children, and as to each of which he disclaims beneficial ownership.

**Equity Compensation Plan Information**

The following table provides certain information as of September 30, 2014 regarding BD's equity compensation plans.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights(1)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))
Equity compensation plans approved by security holders	12,254,582(2)	\$ 78.27	8,423,125(3)
Equity compensation plans not approved by security holders	1,506,552(4)	N/A	0(5)
<b>Total</b>	<b>13,761,134</b>	<b>\$ 78.27</b>	<b>8,423,125</b>

- (1) Shares issuable pursuant to outstanding awards of Performance Units and other restricted stock units under the 2004 Employee and Director Equity-Based Compensation Plan (the "2004 Plan") and BD's Stock Award Plan, as well as shares issuable under the Directors Deferral Plan, the Restoration Plan and the GSIP, are not included in the calculation of weighted-average exercise price, as there is no exercise price for these shares.
- (2) Includes (i) 7,926,260 shares issuable under outstanding stock options and stock appreciation rights ("SARs"), (ii) 1,255,058 shares issuable under Performance Unit awards (assuming maximum payout) and 3,015,023 shares issuable under time-vested unit ("TVU") awards granted under the 2004 Plan, and (iii) 58,241 shares issuable under restricted stock unit awards granted under the Stock Award Plan. The weighted average remaining term of the outstanding options and SARs is 6.08 years.
- (3) Represents shares available for issuance under the 2004 Plan and includes 3,590,479 shares available for full share awards, assuming maximum payout of outstanding Performance Units.
- (4) Includes 108,683 shares issuable under the Directors Deferral Plan, 360,009 shares issuable under the Restoration Plan, and 1,037,860 shares issuable under the GSIP.
- (5) Not shown are shares issuable under the Directors Deferral Plan, the Restoration Plan or the GSIP. There are no limits on the number of shares issuable under these plans, and the number of shares that may become issuable will depend on future elections made by plan

participants.

*1996 Directors Deferral Plan.* The Directors Deferral Plan allows non-management directors to defer receipt, in an unfunded cash account or a BD common stock account, of all or part of their annual retainer and other cash fees. In the event a director elects to have fees deferred in a BD common stock account, the director's account is credited with a number of shares based on the market price of the BD common stock on the due date of such payment. The cash fees deferred by the director are used to purchase the shares of BD common stock on

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the open market, which are then held in a trust. Directors may also defer receipt of the shares underlying their restricted stock unit awards, which are otherwise distributable when they leave the Board. The number of shares credited to the BD common stock accounts of participants is adjusted periodically to reflect the payment and reinvestment of dividends on the BD common stock. Participants may elect to have amounts held in a cash account converted into a BD common stock account. The Directors' Deferral Plan is not qualified, and participants have an unsecured contractual commitment of BD to pay the amounts due under the Directors' Deferral Plan. When such payments are due, the cash will be distributed from BD's general assets while common stock will be distributed from the trust.

*Deferred Compensation and Retirement Benefit Restoration Plan.* Information regarding the deferred features of the Restoration Plan can be found beginning on page 48 of this proxy statement. The shares held in the plan as of September 30, 2014 include 59,147 shares acquired by participants through cash deferrals and 300,862 shares deferred under participants' equity compensation awards. In the event a participant elects to have cash compensation deferred in a BD common stock account, the participant's account is credited with a number of shares based on the prevailing market price of the BD common stock. The cash deferred by the participant is used to purchase the shares of BD common stock on the open market, which are then held in a trust. The number of shares credited to the BD common stock accounts of participants is adjusted periodically to reflect the payment and reinvestment of dividends on the BD common stock.

*Global Share Investment Program.* BD maintains the GSIP for its non-U.S. associates in certain jurisdictions outside of the United States. The purpose of the GSIP is to provide non-U.S. associates with a means of saving on a regular and long-term basis and acquiring a beneficial interest in BD common stock. Participants may contribute a portion of their base pay, through payroll deductions, to the GSIP for their account. BD provides matching funds of up to 3% of a participant's base pay through contributions to the participant's plan account. Contributions to the GSIP are used to purchase shares of BD common stock on the open market, which are then held in a trust.

A participant may withdraw the vested portion of the participant's account, although such withdrawals must be in the form of a cash payment if the participant is employed by BD at the time of withdrawal. Following termination of service, withdrawals will be paid in either cash or shares, at the election of the participant.

## **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 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, 2013 through September 30, 2014, all of its directors and executive officers were in compliance with the reporting requirements of Section 16(a).

## **Proposal 1. ELECTION OF DIRECTORS**

Members of our Board 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. Alfred Sommer, who has reached the mandatory retirement age under BD's Corporate Governance Principles, will retire as a member of the Board effective at the 2015 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

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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*, 69, 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.*, 71, 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 a director of Public Radio International, and a director/trustee of various Deutsche mutual funds. He formerly served as Lead Director of the Belo Corporation from 2008 to 2013 and 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.

*Catherine M. Burzik*, 64, served as President and Chief Executive Officer of Kinetic Concepts, Inc., a medical device company specializing in the fields of woundcare and regenerative medicine, from 2006 until January 2012 following the sale of the company. Ms. Burzik currently serves as Chairman of the Board of Directors of the American College of Wound Healing and Tissue Repair, Vice Chair of the San Antonio Branch of the Dallas Federal Reserve Board and as Operating Partner of Targeted Technology Fund II, LP. Previously, Ms. Burzik was President of Applied Biosystems; 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.

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.



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*Edward F. DeGraan, 71*, has been a director since 2003. In 2006, he retired as Vice Chairman of 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, 61*, 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 also is Chairman-Elect of the Advanced Medical Technology Association (AdvaMed), an international medical technology trade organization. He is a member of the Board of Trustees of The Valley Hospital and The Valley Health System, a member of the Board of Directors of the Quest Autism Foundation, and a member of the Board of Trustees of Lehigh University and of the Advisory Board for the P.C. Rossin College of Engineering and Applied Sciences at Lehigh.

Mr. Forlenza has been with BD for over 34 years in a number of different capacities, including strategic planning, business development, R&D leadership and general management in each of BD's segments and in 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, 59*, 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 n