

# GMI EXECUTIVE PAY SCORECARD<sup>SM</sup>

Data & analysis provided by GMI-The Independent Leader in Corporate Governance and ESG&A

18 Jan 2012

## Becton, Dickinson and Company



BDX NYSE

Medical Equipment / Supplies / Distribution

Market Capitalization USD:

\$16,588.87 mm

### CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

**CEO: Vincent A. Forlenza**

**Age: 58**

**CEO Since: 2011**

	2009	2010	2011
<b>Base Salary</b>	\$1,070,000	\$1,070,000	\$1,092,500
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$1,500,000	\$850,000	\$1,310,308
<b>Benefits and Perquisites</b>	\$33,055	\$34,405	\$37,801
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$2,603,055</b>	<b>\$1,954,405</b>	<b>\$2,440,609</b>
<b>Increase in Post-Retirement Benefits</b>	\$2,918,894	\$2,158,930	\$1,287,970
<b>Stock Option Awards</b>	\$1,599,932	\$2,965,638	\$3,227,045
<b>Stock Awards</b>	\$2,928,188	\$2,926,049	\$3,135,649
<b>TOTAL COMPENSATION</b>	<b>\$9,121,382</b>	<b>\$10,005,022</b>	<b>\$10,091,273</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$2,718,804	\$3,361,945	\$3,637,532
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$2,889,068	\$11,410,006
<b>Value Realized on Vesting of Stock</b>	\$2,000,724	\$1,447,837	\$835,223
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$2,000,724</b>	<b>\$4,336,905</b>	<b>\$12,245,229</b>

Proxy Date: 22 Dec 2011

Annual Meeting Date: 31 Jan 2012

Equity Reserves: 12.11%

Stock Option Run Rate: 1.04%

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# Becton, Dickinson and Company

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Market Capitalization USD: \$16,588.87 mm

## Performance Comparison

■ vs S&P500   ■ vs Industry   ■ BDX



## Peer Comparisons (TRBC) =Medical Equipment / Supplies / Distribution

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>BDX</b>	<b>Becton, Dickinson and Company</b>	<b>\$9,121,382</b>	<b>\$10,005,022</b>	<b>\$10,091,273</b>	<b>\$16,588,865,340</b>
BAX	Baxter International Inc.	\$14,361,305	\$11,500,268		\$31,901,916,766
COV	Covidien plc	\$15,291,616	\$12,849,099	\$19,822,760	\$21,760,755,817
SYK	Stryker Corporation	\$3,911,994	\$4,706,532		\$18,327,807,886
ZMH	Zimmer Holdings, Inc.	\$7,083,152	\$9,555,210		\$10,186,564,815
BCR	C.R. Bard, Inc.	\$9,683,341	\$10,122,138		\$7,498,268,901
HSIC	Henry Schein, Inc.	\$4,268,925	\$4,193,676		\$5,730,672,318

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Abbott Laboratories, Agilent Technologies, Inc., Alcon, Inc., Allergan, Inc., C.R. Bard, Inc., Baxter International Inc., Beckman Coulter, Inc., Boston Scientific Corporation, Covidien plc, Hospira, Inc., Johnson & Johnson, Medtronic, Inc., PerkinElmer, Inc., Roche Diagnostics, St. Jude Medical, Inc., Stryker Corporation, Thermo Fisher Scientific Inc., Zimmer Holdings, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Edward F. DeGraan	Chairman	68	Male	9	Outside
Basil L. Anderson	Member	66	Male	8	Outside
Bertram L. Scott	Member	60	Male	10	Outside
James F. Orr	Member	66	Male	12	Outside
Marshall O. Larsen	Member	63	Male	5	Outside
Willard J. Overlock	Member	65	Male	13	Outside

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