

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hinrichs James F.</u> <hr/> (Last) (First) (Middle) <u>C/O CAREFUSION CORPORATION</u> <u>3750 TORREY VIEW COURT</u> <hr/> (Street) <u>SAN DIEGO, CA 92130</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CAREFUSION Corp [CFN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	03/17/2015		D ⁽¹⁾		187,105	D	⁽²⁾	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Stock Units	\$0 ⁽³⁾	03/17/2015		A		45,888		(4)	(4)	Common Stock	45,888	(5)	45,888	D
Performance Stock Units	\$0 ⁽³⁾	03/17/2015		A		35,006		(6)	(6)	Common Stock	35,006	(5)	35,006	D
Performance Stock Units	\$0 ⁽³⁾	03/17/2015		A		26,462		(7)	(7)	Common Stock	26,462	(5)	26,462	D
Performance Stock Units	\$0 ⁽³⁾	03/17/2015		D ⁽²⁾			45,888	(4)	(4)	Common Stock	45,888	\$0 ⁽⁴⁾	0	D
Performance Stock Units	\$0 ⁽³⁾	03/17/2015		D ⁽²⁾			35,006	(6)	(6)	Common Stock	35,006	\$0 ⁽⁶⁾	0	D
Performance Stock Units	\$0 ⁽³⁾	03/17/2015		D ⁽²⁾			26,462	(7)	(7)	Common Stock	26,462	\$0 ⁽⁷⁾	0	D
Restricted Stock Units	\$0 ⁽³⁾	03/17/2015		D ⁽²⁾			7,648	(8)	(8)	Common Stock	7,648	\$0 ⁽⁸⁾	0	D
Restricted Stock Units	\$0 ⁽³⁾	03/17/2015		D ⁽²⁾			11,669	(9)	(9)	Common Stock	11,669	\$0 ⁽⁹⁾	0	D
Restricted Stock Units	\$0 ⁽³⁾	03/17/2015		D ⁽²⁾			14,830	(10)	(10)	Common Stock	14,830	\$0 ⁽¹⁰⁾	0	D
Options (right to buy)	\$26.79	03/17/2015		D ⁽²⁾			52,276	(11)	08/15/2019	Common Stock	52,276	\$0 ⁽¹¹⁾	0	D

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options (right to buy)	\$36.17	03/17/2015		D ⁽²⁾			86,501	⁽¹²⁾	08/15/2020	Common Stock	86,501	\$0 ⁽¹²⁾	0	D
Options (right to buy)	\$43.97	03/17/2015		D ⁽²⁾			117,375	⁽¹³⁾	08/15/2021	Common Stock	117,375	\$0 ⁽¹³⁾	0	D

Explanation of Responses:

- This Form 4 is being filed in connection with the March 17, 2015 closing of the merger of Griffin Sub, Inc. with and into CareFusion Corporation (the "Merger") pursuant to the Agreement and Plan of Merger, dated as of October 5, 2014 (the "Merger Agreement"), among CareFusion Corporation, Becton, Dickinson and Company ("BD"), and Griffin Sub, Inc. Upon the closing of the Merger, each outstanding share of CareFusion Corporation common stock was converted into the right to receive \$49.00 per share (without interest) and 0.0777 share of BD (the "Merger Consideration"). On the day prior to the closing date of the Merger, each 0.0777 share of BD received in the Merger had a value of \$11.06, based on the closing price of BD common stock on the NYSE on such date.
- Disposed of pursuant to the Merger Agreement.
- Each performance stock unit ("PSU") and each restricted stock unit ("RSU") represents a contingent right to receive one share of CareFusion Corporation common stock upon vesting.
- These PSUs were granted on August 15, 2012. In accordance with the Merger Agreement, the Human Resources and Compensation Committee of CareFusion Corporation's Board of Directors (the "Compensation Committee") certified the extent to which the performance conditions for the PSUs had been satisfied and established the number of shares earned with respect thereto. The PSUs, which are subject to vesting on August 15, 2015 (or an earlier qualifying termination of employment), were assumed by BD and converted in accordance with the exchange ratio set forth in the Merger Agreement into RSUs with respect to 19,337 shares of BD common stock. As the PSUs did not constitute derivative securities, they were not required to be reported and were not reported on Form 4 at the time of the grant.
- Granted without payment by grantee.
- These PSUs were granted on August 15, 2013. In accordance with the Merger Agreement, the Compensation Committee certified the extent to which the performance conditions for the PSUs had been satisfied and established the number of shares earned with respect thereto. The PSUs, which are subject to vesting on August 15, 2016 (or an earlier qualifying termination of employment), were assumed by BD and converted in accordance with the exchange ratio set forth in the Merger Agreement into RSUs with respect to 14,752 shares of BD common stock. As the PSUs did not constitute derivative securities, they were not required to be reported and were not reported on Form 4 at the time of the grant.
- These PSUs were granted on August 15, 2014. In accordance with the Merger Agreement, the Compensation Committee certified the extent to which the performance conditions for the PSUs had been satisfied and established the number of shares earned with respect thereto. These PSUs were cancelled in connection with the Merger and converted into, with respect to each share of CareFusion Corporation

common stock underlying such PSUs, the right to receive the Merger Consideration less applicable tax withholding. As the PSUs did not constitute derivative securities, they were not required to be reported and were not reported on Form 4 at the time of the grant.

8. These RSUs, which are subject to vesting on August 15, 2015 (or an earlier qualifying termination of employment), were assumed by BD and converted in accordance with the exchange ratio set forth in the Merger Agreement into RSUs with respect to 3,223 shares of BD common stock.

9. These RSUs, which are subject to vesting as to 50% of the shares subject thereto on August 15, 2015 and August 15, 2016 (or, in each case, on an earlier qualifying termination of employment), were assumed by BD and converted in accordance with the exchange ratio set forth in the Merger Agreement into RSUs with respect to 4,917 shares of BD common stock.

10. These RSUs, which are subject to vesting as to 33.33% of the shares subject thereto on August 15, 2015, August 15, 2016, and August 15, 2017 (or, in each case, on an earlier qualifying termination of employment), were assumed by BD and converted in accordance with the exchange ratio set forth in the Merger Agreement into RSUs with respect to 6,249 shares of BD common stock.

11. These stock options, which are subject to vesting as to 52,276 shares on August 15, 2015 (or an earlier qualifying termination of employment), were assumed by BD and converted in accordance with the exchange ratio set forth in the Merger Agreement into options with respect to 22,029 shares of BD common stock with an exercise price of \$63.58.

12. These stock options, which are subject to vesting as to 43,250 shares on August 15, 2015 and 43,251 shares on August 15, 2016 (or, in each case, on an earlier qualifying termination of employment), were assumed by BD and converted in accordance with the exchange ratio set forth in the Merger Agreement into options with respect to 36,451 shares of BD common stock with an exercise price of \$85.84.

13. These stock options, which are subject to vesting as to 39,125 shares on August 15, 2015, August 15, 2016 and August 15, 2017 (or, in each case, on an earlier qualifying termination of employment), were assumed by BD and converted in accordance with the exchange ratio set forth in the Merger Agreement into options with respect to 49,461 shares of BD common stock with an exercise price of \$104.35.

Remarks:

[Nathaniel Sisitsky, Attorney-in-fact](#)

[03/19/2015](#)

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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