

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>OHALLERAN MICHAEL D</u> <hr/> <div style="display: flex; justify-content: space-between;"> (Last) (First) (Middle) </div> <u>C/O CAREFUSION CORPORATION</u> <u>3750 TORREY VIEW COURT</u> <hr/> <div style="display: flex; justify-content: space-between;"> (Street) CA 92130 </div> <hr/> <div style="display: flex; justify-content: space-between;"> (City) (State) (Zip) </div>	2. Issuer Name and Ticker or Trading Symbol <u>CAREFUSION Corp</u> [<u>CFN</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="checkbox"/> Director Officer (give title below) </div> <div> 10% Owner Other (specify below) </div> </div>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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		45,759 ⁽²⁾	D	\$0 ⁽³⁾	0	D	
Common Stock	03/17/2015		D		3,750	D	\$0 ⁽³⁾	0	I	In trust for self

**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)	11. of I Ber Ow (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(4)	03/17/2015		D (3)			2,874	(5)	(5)	Common Stock	2,874	(5)	0	D	
Options (right to buy)	\$22.35	03/12/2015		D (3)			12,630	(6)	11/05/2015	Common Stock	12,630	(6)	0	D	

Explanation of Responses:

1. 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.
2. Includes shares of CareFusion Corporation common stock subject to previously vested restricted stock units ("RSUs") for which delivery has been deferred. In accordance with the Merger Agreement, these deferred RSUs were cancelled in connection with the Merger and converted into, with respect to each share of CareFusion Corporation common stock underlying such RSUs, the right to receive Merger Consideration.
3. Disposed of pursuant to the Merger Agreement.
4. Each RSU represents a contingent right to receive one share of CareFusion Corporation common stock upon vesting.
5. These RSUs were granted on November 5, 2014. In accordance with the Merger Agreement, these RSUs were cancelled in connection with the Merger and converted into, with respect to each share of CareFusion Corporation common stock underlying such RSUs, the right to receive Merger Consideration.
6. These stock options, which are 100% vested and immediately exercisable, were assumed by BD and converted in accordance with the exchange ratio set forth in the Merger Agreement into options with respect to 5,322 shares of BD common stock with an exercise price of \$53.04.

Remarks:

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.