

MCCORMICK & CO INC  
 Form 4  
 November 28, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KELLY KENNETH A JR**  
  
 (Last) (First) (Middle)  
**MCCORMICK & COMPANY,**  
**INCORPORATED, 18 LOVETON**  
**CIRCLE**

2. Issuer Name and Ticker or Trading Symbol  
**MCCORMICK & CO INC [MKC]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Senior VP & Controller**

(Street)  
**SPARKS, MD 21152**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/26/2012**

4. If Amendment, Date Original Filed(Month/Day/Year)  
 6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
Common Stock - Voting	11/26/2012		M	16,932 A	\$ 29.89	51,120.573	D
Common Stock - Voting	11/26/2012		F	11,847 D	\$ 65.905	39,273.573	D
Common Stock - Voting	11/26/2012		M	5,275 A	\$ 47.4	44,548.573	D
Common Stock - Voting	11/26/2012		F	4,461 D	\$	40,087.573	D

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Stock - Voting						65.905		
Common Stock - Non Voting	11/26/2012		M	5,644	A	\$ 29.89	19,496.713	D
Common Stock - Non Voting	11/26/2012		F	3,949	D	\$ 65.905	15,547.713	D

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option - Right to Buy	\$ 29.89	11/26/2012		M	16,932	03/25/2010 03/24/2019	Common Stock - Voting	16,932	
Option - Right to Buy	\$ 47.4	11/26/2012		M	5,275	03/30/2012 03/29/2021	Common Stock - Voting	5,275	
Option - Right to Buy	\$ 29.89	11/26/2012		M	5,644	03/25/2010 03/24/2019	Common Stock - Non Voting	5,644	

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

KELLY KENNETH A JR  
MCCORMICK & COMPANY, INCORPORATED  
18 LOVETON CIRCLE  
SPARKS, MD 21152

Senior VP  
& Controller

## Signatures

Jason E. Wynn,  
Attorney-in-fact

11/28/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Option exercised.

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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