

MCCORMICK & CO INC  
 Form 4  
 July 31, 2012

**FORM 4**

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

OMB APPROVAL

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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**

(Street)

**SPARKS, MD 21152**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**07/27/2012**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Senior VP & Controller**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock - Voting	07/27/2012		M			10,000	A	\$ 38.35	44,188.57	D	
Common Stock - Voting	07/27/2012		S			10,000	D	\$ 61.2382	34,188.57	D	
Common Stock - Voting	07/27/2012		M			9,225	A	\$ 32.83	43,413.57	D	
Common Stock - Voting	07/27/2012		S			9,225	D	\$	34,188.57	D	

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Stock - Voting					61.2439		
Common Stock - Voting	07/27/2012	M	7,950	A	\$ 38.28	42,138.57	D
Common Stock - Voting	07/27/2012	S	7,950	D	\$ 61.2393	34,188.57	D
Common Stock - Voting	07/27/2012	M	9,000	A	\$ 37.59	43,188.57	D
Common Stock - Voting	07/27/2012	S	9,000	D	\$ 61.2581	34,188.57	D
Common Stock - Voting	07/27/2012	M	8,776	A	\$ 38.39	42,964.57	D
Common Stock - Voting	07/27/2012	S	8,776	D	\$ 61.234	34,188.57	D
Common Stock - Non Voting	07/27/2012	M	3,075	A	\$ 32.83	16,927.71	D
Common Stock - Non Voting	07/27/2012	S	3,075	D	\$ 61.2475	13,852.71	D
Common Stock - Non Voting	07/27/2012	M	2,650	A	\$ 38.28	16,502.71	D
Common Stock - Non Voting	07/27/2012	S	2,650	D	\$ 61.2341	13,852.71	D
Common Stock - Non Voting	07/27/2012	M	3,000	A	\$ 37.59	16,852.71	D
Common Stock - Non Voting	07/27/2012	S	3,000	D	\$ 61.2339	13,852.71	D

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Common Stock - Non Voting	07/27/2012	M	2,924	A	\$ 38.39	16,776.71	D
Common Stock - Non Voting	07/27/2012	S	2,924	D	\$ 61.2043	13,852.71	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to Buy	\$ 38.35	07/27/2012		M	10,000	01/25/2006 01/24/2015	Common Stock - Voting	10,000	
Option - Right to Buy	\$ 32.83	07/27/2012		M	9,225	02/28/2007 02/27/2016	Common Stock - Voting	9,225	
Option - Right to Buy	\$ 38.28	07/27/2012		M	7,950	03/28/2008 03/27/2017	Common Stock - Voting	7,950	
Option - Right to Buy	\$ 37.59	07/27/2012		M	9,000	04/02/2009 04/01/2018	Common Stock - Voting	9,000	
Option - Right to Buy	\$ 38.39	07/27/2012		M	8,776	03/31/2011 03/30/2020	Common Stock - Voting	8,776	
Option - Right to Buy	\$ 32.83	07/27/2012		M	3,075	02/28/2007 02/27/2016	Common Stock - Non	3,075	

Option - Right to Buy	\$ 38.28	07/27/2012	M	2,650	03/28/2008	03/27/2017		Voting Common Stock - Non Voting	2,650
Option - Right to Buy	\$ 37.59	07/27/2012	M	3,000	04/02/2009	04/01/2018		Voting Common Stock - Non Voting	3,000
Option - Right to Buy	\$ 38.39	07/27/2012	M	2,924	03/31/2011	03/30/2020		Voting Common Stock - Non Voting	2,924

## 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

07/31/2012

\_\_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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