

Stetz Gordon McKenzie JR  
Form 4  
October 03, 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 \*  
Stetz Gordon McKenzie JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

MCCORMICK & COMPANY,  
INCORPORATED, 18 LOVETON  
CIRCLE

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President & CFO

(Street)

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

SPARKS, MD 21152

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock - Voting           | 10/01/2012                           |  | M                              | 4,744   | A \$ 37.59  | 46,442.11  | D                                 |
| Common Stock - Voting           | 10/01/2012                           |  | F                              | 3,729   | D \$ 61.57  | 42,713.11  | D                                 |
| Common Stock - Voting           | 10/01/2012                           |  | M                              | 11,906  | A \$ 29.89  | 54,619.11  | D                                 |
| Common Stock - Voting           | 10/01/2012                           |  | F                              | 8,537   | D \$  | 46,082.11  | D                                 |

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|                           |            |  |   |       |   |          |          |             |                      |
|---------------------------|------------|--|---|-------|---|----------|----------|-------------|----------------------|
| Stock - Voting            |            |  |   |       |   | 61.57    |          |             |                      |
| Common Stock - Voting     |            |  |   |       |   | 1,114.48 | I        | 401(k) Plan |                      |
| Common Stock - Non Voting | 10/01/2012 |  | M | 1,581 | A | \$ 37.59 | 3,660.51 | D           |                      |
| Common Stock - Non Voting | 10/01/2012 |  | F | 1,244 | D | \$ 61.57 | 2,416.51 | D           |                      |
| Common Stock - Non Voting | 10/01/2012 |  | M | 3,969 | A | \$ 29.89 | 6,385.51 | D           |                      |
| Common Stock - Non Voting | 10/01/2012 |  | F | 2,846 | D | \$ 61.57 | 3,539.51 | D           |                      |
| Common Stock - Non Voting |            |  |   |       |   |          | 27.24    | I           | As custodian for son |
| Common Stock - Non Voting |            |  |   |       |   |          | 27.24    | I           | As custodian for son |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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|                       |          |            | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title                     | Amount or Number of Shares |
|-----------------------|----------|------------|------|---|-----|-----|------------------|-----------------|---------------------------|----------------------------|
| Option - Right to Buy | \$ 37.59 | 10/01/2012 | M    |   |     |     | 04/02/2009       | 04/01/2018      | Common Stock - Voting     | 4,744                      |
| Option - Right to Buy | \$ 29.89 | 10/01/2012 | M    |   |     |     | 03/25/2010       | 03/24/2019      | Common Stock - Voting     | 11,906                     |
| Option - Right to Buy | \$ 37.59 | 10/01/2012 | M    |   |     |     | 04/02/2009       | 04/01/2018      | Common Stock - Non Voting | 1,581                      |
| Option - Right to Buy | \$ 29.89 | 10/01/2012 | M    |   |     |     | 03/25/2010       | 03/24/2019      | Common Stock - Non Voting | 3,969                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Stetz Gordon McKenzie JR<br>MCCORMICK & COMPANY, INCORPORATED<br>18 LOVETON CIRCLE<br>SPARKS, MD 21152 | X             |           | Executive Vice President & CFO |       |

## Signatures

W. Geoffrey Carpenter,  
Attorney-in-Fact

10/03/2012

\_\_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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