

MCCORMICK & CO INC
 Form 4
 April 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
FITZPATRICK J MICHAEL

(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)
04/03/2013

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)

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			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				
Common Stock - Voting	04/04/2013		M		2,500	A	\$ 30.6	20,259	D
Common Stock - Voting	04/04/2013		F		1,062	D	\$ 72.1	19,197	D
Common Stock - Voting	04/04/2013		M		2,500	A	\$ 38.35	21,697	D
Common Stock - Voting	04/04/2013		F		1,330	D	\$ 72.1	20,367	D

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Stock -
Voting

Common Stock - Non Voting	04/04/2013	M	2,500	A	\$ 30.6	7,596	D
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Common Stock - Non Voting	04/04/2013	F	1,062	D	\$ 72.1	6,534	D
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Common Stock - Non Voting	04/04/2013	M	2,500	A	\$ 38.35	9,034	D
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Common Stock - Non Voting	04/04/2013	F	1,330	D	\$ 72.1	7,704	D
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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
Phantom Stock	(1)					(1) (1)	Common Stock - Voting 0
Restricted Stock Units	(2)	04/03/2013		A	1,397	(3) (3)	Common Stock - Voting 1,397
Options - Right to Buy	\$ 71.6	04/03/2013		A	5,000	(4) (4)	Common Stock - Voting 5,000
Options - Right to Buy	\$ 30.6	04/04/2013		M	2,500	01/27/2005 01/26/2014	Common Stock - Voting 2,500

Options - Right to Buy	\$ 38.35	04/04/2013	M	2,500	01/25/2006	01/24/2015	Common Stock - Voting	2,500
Options - Right to Buy	\$ 30.6	04/04/2013	M	2,500	01/27/2005	01/26/2014	Common Stock - Non Voting	2,500
Options - Right to Buy	\$ 38.35	04/04/2013	M	2,500	01/25/2006	01/24/2015	Common Stock - Non Voting	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZPATRICK J MICHAEL MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X			

Signatures

W. Geoffrey Carpenter,
Attorney-in-fact

04/05/2013

__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) Each share of phantom stock represents the right to receive one share of Common Stock - Voting. Shares of phantom stock are payable in shares of Common Stock - Voting in accordance with the terms of the Deferred Compensation Plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- (3) The restricted stock units vest in full on 3/15/2014, and are settled in an equal number of shares of Common Stock.
- (4) The option vests in full on 3/15/2014.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.