

Stetz Gordon McKenzie JR
 Form 4
 April 05, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 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)
 04/03/2013

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock - Voting	04/04/2013		M		11,906	A	\$ 29.89
					56,973.11	D	
Common Stock - Voting	04/04/2013		F		7,454	D	\$ 72.1
					49,519.11	D	
Common Stock - Voting	04/05/2013		M		12,000	A	\$ 38.39
					61,519.11	D	
Common Stock - Voting	04/05/2013		S		12,000	D	\$ 70.844
					49,519.11	D	

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Stock - Voting									
Common Stock - Voting						1,125.8766	I		401(k) Plan
Common Stock - Non Voting	04/05/2013		M	3,968	A	\$ 29.89	6,047.504	D	
Common Stock - Non Voting	04/05/2013		S	3,968	D	\$ 70.894	2,079.504	D	
Common Stock - Non Voting	04/05/2013		M	9,282	A	\$ 38.39	11,361.504	D	
Common Stock - Non Voting	04/05/2013		S	9,282	D	\$ 70.8418	2,079.504	D	
Common Stock - Non Voting							27.528	I	As custodian for son
Common Stock - Non Voting							27.528	I	As custodian for son

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

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 control number.

SEC 1474
(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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num

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Options - Right to Buy	\$ 71.6	04/03/2013	A	45,400	(1)	04/02/2023	Common Stock - Voting	45,4	
Options - Right to Buy	\$ 29.89	04/04/2013	M	11,906	03/25/2010	03/24/2019	Common Stock - Voting	11,9	
Options - Right to Buy	\$ 38.39	04/05/2013	M	12,000	03/31/2011	03/30/2020	Common Stock - Voting	12,0	
Options - Right to Buy	\$ 29.89	04/05/2013	M	3,968	03/25/2010	03/24/2019	Common Stock - Non Voting	3,9	
Options - Right to Buy	\$ 38.39	04/05/2013	M	9,282	03/31/2011	03/30/2020	Common Stock - Non Voting	9,2	

Reporting Owners

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

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) The grants vest fully in 25% increments over a four year period beginning on the first anniversary date.
 - (2) 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.