

Carpenter William Geoffrey
 Form 4
 November 29, 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 *
 Carpenter William Geoffrey

(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)
 11/27/2012

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)
 V.P., General Counsel & Sec.

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock - Voting	11/27/2012		M		11,288	A	\$ 29.89	42,649.627	D
Common Stock - Voting	11/27/2012		F		7,404	D	\$ 65.48	35,245.627	D
Common Stock - Voting	11/27/2012		M		8,776	A	\$ 38.39	44,021.627	D
Common Stock - Voting	11/27/2012		F		6,781	D	\$	37,240.627	D

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Stock - Voting						65.48		
Common Stock - Voting						2,441.41	I	401(k) Retirement Plan
Common Stock - Voting						17,085.868	I	Trust
Common Stock - Non Voting	11/27/2012		M	3,762	A	\$ 29.89	4,779.443	D
Common Stock - Non Voting	11/27/2012		F	2,639	D	\$ 65.48	2,140.443	D
Common Stock - Non Voting	11/27/2012		M	2,924	A	\$ 38.39	5,064.443	D
Common Stock - Non Voting	11/27/2012		F	2,260	D	\$ 65.48	2,804.443	D

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

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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	\$ 29.89	11/27/2012		M	11,288	03/25/2010	03/24/2019	Common Stock -	11,288

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Buy								Voting	
Option - Right to Buy	\$ 38.39	11/27/2012	M	8,776	03/31/2011	03/30/2020		Common Stock - Voting	8,776
Option - Right to Buy	\$ 29.89	11/27/2012	M	3,762	03/25/2010	03/24/2019		Common Stock - Non Voting	3,762
Option - Right to Buy	\$ 38.39	11/27/2012	M	2,924	03/31/2011	03/30/2020		Common Stock - Non Voting	2,924

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carpenter William Geoffrey MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			V.P., General Counsel & Sec.	

Signatures

Jason E. Wynn,
Attorney-in-Fact

11/29/2012

__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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