

Stetz Gordon McKenzie JR  
 Form 4  
 February 01, 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 \*  
 Stetz Gordon McKenzie 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)  
 01/19/2012

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

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
X Officer (give title below) \_\_\_ Other (specify below)  
 Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
X 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			
Common Stock - Voting	01/27/2012		J			1,200	D	\$ 39,600.11	D
Common Stock - Voting	01/30/2012		M			7,906	A	\$ 29.89 47,506.11	D
Common Stock - Voting	01/30/2012		F			5,808	D	\$ 50.53 41,698.11	D
Common Stock - Voting	01/30/2012		M			4,000	A	\$ 45,698.11	D

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Stock - Voting						29.89		
Common Stock - Voting	01/30/2012	F	2,939	D	\$ 50.53	42,759.11	D	
Common Stock - Voting						1,105.54 <sup>(2)</sup>	I	401(k) Plan
Common Stock - Non Voting	01/27/2012	J	1,200	A	Ⓛ	3,279.51	D	
Common Stock - Non Voting	01/27/2012	G V	1,200	D	Ⓛ	2,079.51	D	
Common Stock - Non Voting	01/30/2012	M	7,938	A	\$ 29.89	10,017.51	D	
Common Stock - Non Voting	01/30/2012	F	5,890	D	\$ 50.53	4,127.51	D	
Common Stock - Non Voting	01/19/2012	J <sup>(4)</sup> V	0.162	A	\$ 51.26	26.95	I	As custodian for son
Common Stock - Non Voting	01/19/2012	J <sup>(4)</sup> V	0.162	A	\$ 51.26	26.95	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.**

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
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Security			Disposed of		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
			(D)	(Instr. 3, 4, and 5)						
			Code	V	(A)	(D)				
Option - Right to Buy	\$ 29.89	01/30/2012	M			7,906	03/25/2010	03/24/2019	Common Stock - Voting	7,906
Option - Right to Buy	\$ 29.89	01/30/2012	M			4,000	03/25/2010	03/24/2019	Common Stock - Voting	4,000
Option - Right to Buy	\$ 29.89	01/30/2012	M			7,938	03/25/2010	03/24/2019	Common Stock - Non Voting	7,938

## 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			Executive Vice President & CFO	

## Signatures

W. Geoffrey Carpenter,  
Attorney-in-Fact

02/01/2012

Date

Signature of Reporting Person

## 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) Exchange of shares of Common Stock - Voting for shares of Common Stock - Non Voting on a one for one basis in connection with gift.
  - (2) Number reflects shares held under McCormick's 401(k) plan since the date of the reporting person's last ownership report.
  - (3) Shares gifted; No purchase price required.
  - (4) Dividend Reinvestment.
  - (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.