

MCCORMICK & CO INC
 Form 4
 July 31, 2012

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 *
KELLY KENNETH A 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)
07/27/2012

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)
Senior VP & Controller

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock - Voting | 07/27/2012 | | M | | | 10,000 | A | \$ 38.35 | 44,188.57 | D | |
| Common Stock - Voting | 07/27/2012 | | S | | | 10,000 | D | \$ 61.2382 | 34,188.57 | D | |
| Common Stock - Voting | 07/27/2012 | | M | | | 9,225 | A | \$ 32.83 | 43,413.57 | D | |
| Common Stock - Voting | 07/27/2012 | | S | | | 9,225 | D | \$ | 34,188.57 | D | |

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| | | | | | | | |
|------------------------------------|------------|---|-------|---|------------|-----------|---|
| Stock - Voting | | | | | 61.2439 | | |
| Common Stock - Voting | 07/27/2012 | M | 7,950 | A | \$ 38.28 | 42,138.57 | D |
| Common Stock - Voting | 07/27/2012 | S | 7,950 | D | \$ 61.2393 | 34,188.57 | D |
| Common Stock - Voting | 07/27/2012 | M | 9,000 | A | \$ 37.59 | 43,188.57 | D |
| Common Stock - Voting | 07/27/2012 | S | 9,000 | D | \$ 61.2581 | 34,188.57 | D |
| Common Stock - Voting | 07/27/2012 | M | 8,776 | A | \$ 38.39 | 42,964.57 | D |
| Common Stock - Voting | 07/27/2012 | S | 8,776 | D | \$ 61.234 | 34,188.57 | D |
| Common Stock - Non Voting | 07/27/2012 | M | 3,075 | A | \$ 32.83 | 16,927.71 | D |
| Common Stock - Non Voting | 07/27/2012 | S | 3,075 | D | \$ 61.2475 | 13,852.71 | D |
| Common Stock - Non Voting | 07/27/2012 | M | 2,650 | A | \$ 38.28 | 16,502.71 | D |
| Common Stock - Non Voting | 07/27/2012 | S | 2,650 | D | \$ 61.2341 | 13,852.71 | D |
| Common Stock - Non Voting | 07/27/2012 | M | 3,000 | A | \$ 37.59 | 16,852.71 | D |
| Common Stock - Non Voting | 07/27/2012 | S | 3,000 | D | \$ 61.2339 | 13,852.71 | D |

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| | | | | | | | |
|------------------------------------|------------|---|-------|---|---------------|-----------|---|
| Common Stock - Non Voting | 07/27/2012 | M | 2,924 | A | \$ 38.39 | 16,776.71 | D |
| Common Stock - Non Voting | 07/27/2012 | S | 2,924 | D | \$ 61.2043 | 13,852.71 | D |

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 |
| Option - Right to Buy | \$ 38.35 | 07/27/2012 | | M | 10,000 | 01/25/2006 01/24/2015 | Common Stock - Voting | 10,000 | |
| Option - Right to Buy | \$ 32.83 | 07/27/2012 | | M | 9,225 | 02/28/2007 02/27/2016 | Common Stock - Voting | 9,225 | |
| Option - Right to Buy | \$ 38.28 | 07/27/2012 | | M | 7,950 | 03/28/2008 03/27/2017 | Common Stock - Voting | 7,950 | |
| Option - Right to Buy | \$ 37.59 | 07/27/2012 | | M | 9,000 | 04/02/2009 04/01/2018 | Common Stock - Voting | 9,000 | |
| Option - Right to Buy | \$ 38.39 | 07/27/2012 | | M | 8,776 | 03/31/2011 03/30/2020 | Common Stock - Voting | 8,776 | |
| Option - Right to Buy | \$ 32.83 | 07/27/2012 | | M | 3,075 | 02/28/2007 02/27/2016 | Common Stock - Non | 3,075 | |

| | | | | | | | | Voting | |
|-----------------------------|----------|------------|---|-------|------------|------------|--|------------------------------------|-------|
| Option - Right to Buy | \$ 38.28 | 07/27/2012 | M | 2,650 | 03/28/2008 | 03/27/2017 | | Common Stock - Non Voting | 2,650 |
| Option - Right to Buy | \$ 37.59 | 07/27/2012 | M | 3,000 | 04/02/2009 | 04/01/2018 | | Common Stock - Non Voting | 3,000 |
| Option - Right to Buy | \$ 38.39 | 07/27/2012 | 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 |
| KELLY KENNETH A JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152 | | | Senior VP & Controller | |

Signatures

Jason E. Wynn,
Attorney-in-fact

07/31/2012

__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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