

MCCORMICK & CO INC
 Form 4
 March 28, 2014

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 *
BEARD PAUL C

(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)
03/26/2014

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- Finance

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(A) or Disposed of (D) Code			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)	
			Code	V	Amount				(A) or (D)
Common Stock - Voting	03/27/2014		M		17,550	A \$ 38.35	48,129	D	
Common Stock - Voting	03/27/2014		S		17,550	D \$ 71	30,579	D	
Common Stock - Voting	03/27/2014		M		9,225	A \$ 32.83	39,804	D	
Common Stock - Voting	03/27/2014		S		9,225	D \$ 71	30,579	D	

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Stock - Voting								
Common Stock - Non Voting	03/27/2014		M	3,850	A	\$ 38.35	8,743	D
Common Stock - Non Voting	03/27/2014		S	3,850	D	\$ 71	4,893	D
Common Stock - Non Voting	03/27/2014		M	3,075	A	\$ 32.83	7,968	D
Common Stock - Non Voting	03/27/2014		S	3,075	D	\$ 71	4,893	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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options - Right to Buy	\$ 71.1	03/26/2014		A	17,200	<u>(1)</u> 03/25/2024	Common Stock - Voting	17,200	
Options - Right to Buy	\$ 38.35	03/27/2014		M	17,550	01/25/2006 01/24/2015	Common Stock - Voting	17,550	
Options - Right to Buy	\$ 32.83	03/27/2014		M	9,225	02/28/2007 02/27/2016	Common Stock - Voting	9,225	

Options - Right to Buy	\$ 38.35	03/27/2014	M	3,850	01/25/2006	01/24/2015	Common Stock - Non Voting	3,8
Options - Right to Buy	\$ 32.83	03/27/2014	M	3,075	02/28/2007	02/27/2016	Common Stock - Non Voting	3,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEARD PAUL C MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			Senior VP- Finance	

Signatures

Jason E. Wynn,
Attorney-in-Fact

03/28/2014

__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 in thirds over a three 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.