

HRABOWSKI FREEMAN A III
Form 4
January 31, 2019

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 *
HRABOWSKI FREEMAN A III

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, 124 SCHILLING ROAD, SUITE 1

3. Date of Earliest Transaction (Month/Day/Year)
01/14/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

HUNT VALLEY, MD 21031

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock - Voting	01/14/2019		J ⁽¹⁾	V	81.203	A	\$ 139.7593	38,342.515	D
Common Stock - Voting	01/30/2019		M		3,750	A	\$ 29.89	42,092.515	D
Common Stock - Voting	01/30/2019		F		924	D	\$ 121.335	41,168.515	D
Common Stock - Voting	01/14/2019		J ⁽¹⁾	V	10.837	A	\$	5,204.022	D

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Stock - Non Voting						139.7593	
Common Stock - Non Voting	01/30/2019		M	1,250	A	\$ 29.89	6,454.022 D
Common Stock - Non Voting	01/30/2019		F	308	D	\$ 121.335	6,146.022 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock	(1)	01/14/2019		J	V 48.779	(1) (1)	Common Stock - Voting 48.7
Option - Right to Buy	\$ 29.89	01/30/2019		M	3,750	03/25/2010 03/24/2019	Common Stock - Voting 3,750
Option - Right to Buy	\$ 29.89	01/30/2019		M	1,250	03/25/2010 03/24/2019	Common Stock - Non Voting 1,250

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

HRABOWSKI FREEMAN A III
MCCORMICK & COMPANY, INCORPORATED X
124 SCHILLING ROAD, SUITE 1
HUNT VALLEY, MD 21031

Signatures

Jason E Wynn,
Attorney-in-fact 01/31/2019

__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) Dividend Reinvestment
 - (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.
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