

MCCORMICK & CO INC
 Form 4
 November 28, 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 *
KELLY KENNETH A JR

 (Last) (First) (Middle)
MCCORMICK & COMPANY,
INCORPORATED, 18 LOVETON
CIRCLE

2. Issuer Name and Ticker or Trading Symbol
MCCORMICK & CO INC [MKC]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

MCCORMICK & COMPANY,
INCORPORATED, 18 LOVETON
CIRCLE

 (Street)
SPARKS, MD 21152

3. Date of Earliest Transaction
 (Month/Day/Year)
11/26/2012

____ Director
 Officer (give title below) _____ Other (specify below)
Senior VP & Controller

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

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	11/26/2012		M	16,932	A	\$ 29.89	51,120.573 D
Common Stock - Voting	11/26/2012		F	11,847	D	\$ 65.905	39,273.573 D
Common Stock - Voting	11/26/2012		M	5,275	A	\$ 47.4	44,548.573 D
Common Stock - Voting	11/26/2012		F	4,461	D	\$	40,087.573 D

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Stock - Voting						65.905		
Common Stock - Non Voting	11/26/2012		M	5,644	A	\$ 29.89	19,496.713	D
Common Stock - Non Voting	11/26/2012		F	3,949	D	\$ 65.905	15,547.713	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option - Right to Buy	\$ 29.89	11/26/2012		M		16,932	03/25/2010 03/24/2019	Common Stock - Voting	16,932
Option - Right to Buy	\$ 47.4	11/26/2012		M		5,275	03/30/2012 03/29/2021	Common Stock - Voting	5,275
Option - Right to Buy	\$ 29.89	11/26/2012		M		5,644	03/25/2010 03/24/2019	Common Stock - Non Voting	5,644

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

11/28/2012

__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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