STEVENS WILLIAM E

Form 4

November 15, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31,

Expires:

2005

0.5

Estimated average burden hours per

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * STEVENS WILLIAM E | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|------------|----------|---|--|--|--|
| | | | MCCORMICK & CO INC [MKC] | (Check all applicable) | | |
| (Last) (First) (Middle) | | (Middle) | 3. Date of Earliest Transaction | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | |
| MCCORMICK & COMPANY, | | | 11/14/2012 | Officer (give title Other (specify | | |
| INCORPOR | ATED, 18 L | OVETON | | below) below) | | |
| CIRCLE | | | | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |

SPARKS, MD 21152

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

| , | | | | | | P | erson | | |
|--------------------------------------|---|---|--|-------------------------|------------------------------|---------------|--|--|---|
| (City) | (State) | (Zip) Tab | le I - Non- | Derivativ | e Secu | rities Acqui | red, Disposed of, | or Beneficial | y Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | omr Dispo (Instr. 3, | sed of 4 and (A) or | | 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) |
| Common Stock - Voting | 11/14/2012 | | M | 2,500 | A | \$ 38.35 | 31,218 | D | |
| Common Stock - Voting | 11/14/2012 | | S | 2,500 | D | \$ 63.2789 | 28,718 | D | |
| Common Stock - Voting | 11/14/2012 | | M | 2,500 | A | \$ 34.82 | 31,218 | D | |
| Common | 11/14/2012 | | S | 2,500 | D | \$ | 28,718 | D | |

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| Stock - Voting | | | | | 63.2141 | | |
|------------------------------------|------------|---|-------|---|---------------|--------|---|
| Common Stock - Non Voting | 11/14/2012 | M | 2,500 | A | \$ 38.35 | 27,267 | D |
| Common Stock - Non Voting | 11/14/2012 | S | 2,500 | D | \$ 63.2331 | 24,767 | D |
| Common Stock - Non Voting | 11/14/2012 | M | 2,500 | A | \$ 34.82 | 27,267 | D |
| Common Stock - Non Voting | 11/14/2012 | S | 2,500 | D | \$ 63.219 | 24,767 | D |

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.

SEC 1474 (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. Transactic Code (Instr. 8) | 5. Number proof 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 | 11/14/2012 | | M | 2,500 | 01/25/2006 | 01/24/2015 | Common Stock - Voting | 2,500 |
| Option - Right to Buy | \$ 34.82 | 11/14/2012 | | M | 2,500 | 03/22/2007 | 03/21/2016 | Common Stock - Voting | 2,500 |
| | \$ 38.35 | 11/14/2012 | | M | 2,500 | 01/25/2006 | 01/24/2015 | | 2,500 |

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| Option - Right to Buy | | | | | | | Common Stock - Non Voting | |
|-----------------------------|----------|------------|---|-------|------------|------------|------------------------------------|-------|
| Option - Right to Buy | \$ 34.82 | 11/14/2012 | M | 2,500 | 03/22/2007 | 03/21/2016 | Common Stock - Non Voting | 2,500 |

Reporting Owners

Reporting Owner Name / Address

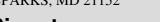
Director 10% Owner Officer Other

STEVENS WILLIAM E

MCCORMICK & COMPANY, INCORPORATED

X

MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152



Signatures

Jason E. Wynn, Attorney-in-fact

**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. 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.

Reporting Owners 3