HRABOWSKI FREEMAN A III

Form 4

March 19, 2013

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box

if no longer subject to Section 16. Form 4 or

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

response...

burden hours per

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * HRABOWSKI FREEMAN A III

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Last)

(Middle)

MCCORMICK & CO INC [MKC]

(Check all applicable)

(First) MCCORMICK & COMPANY,

3. Date of Earliest Transaction

(Month/Day/Year) 03/15/2013

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

INCORPORATED, 18 LOVETON **CIRCLE**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

SPARKS, MD 21152

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 3. 5. Amount of 6. 7. Nature of

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Indirect (I) (Instr. 4) **Following**

D

Reported (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Common

Stock -03/15/2013 Voting

1,660 M (3)

(2) 29,775.753

D

Common

Stock -

18,600.207

Non-Voting

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 orDerivative 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 Number Shares
Phantom Stock	<u>(1)</u>	03/15/2013		A	60.0707		<u>(1)</u>	<u>(1)</u>	Common Stock - Voting	60.070
Restricted Stock Units	(2)	03/15/2013		M		1,660	<u>(4)</u>	<u>(4)</u>	Common Stock - Voting	1,660

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HRABOWSKI FREEMAN A III MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152



Signatures

Jason E. Wynn, Attorney-in-fact

**Signature of Reporting Person D

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) Each share of phantom stock represents the right to receive one share of Common Stock Voting. Shares of phantom stock are payable in shares of Common Stock Voting in accordance with the terms of the Deferred Compensation Plan.
- (2) Restricted Stock Units vested; no purchase price required.
- (3) Subject to deferred receipt.
- (4) The reported Restricted Stock Unit entitles the reporting person to receive an annual distribution of common stock equal to 100% of the grant.
- (5) Restricted Stock Units granted on March 28, 2012.

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.

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