

Manzone Lisa
 Form 4
 November 05, 2018

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 *
 Manzone Lisa

(Last) (First) (Middle)

MCCORMICK & COMPANY,
 INCORPORATED, 24 SCHILLING
 ROAD, SUITE 1

(Street)

HUNT VALLEY, MD 21031

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/05/2018

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)
 Sr. VP Global Human Relations

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) | | 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 Price | | | |
| Common Stock - Voting | 11/05/2018 | | M | 2,400 | A \$ 54.24 | 8,345 | D | |
| Common Stock - Voting | 11/05/2018 | | S | 2,400 | D \$ 144.5563 | 5,945 | D | |
| Common Stock - Voting | 11/05/2018 | | M | 3,600 | A \$ 71.6 | 9,545 | D | |
| Common Stock - Voting | 11/05/2018 | | S | 3,600 | D \$ | 5,945 | D | |

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| | | | | | | | |
|---------------------------|------------|--|---|-------|---|-------------|---------|
| Stock - Voting | | | | | | 144,5404 | |
| Common Stock - Voting | 11/05/2018 | | M | 3,600 | A | \$ 71.1 | 9,545 D |
| Common Stock - Voting | 11/05/2018 | | S | 3,600 | D | \$ 144.7744 | 5,945 D |
| Common Stock - Non Voting | | | | | | | 868 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | (1) | | | | | (1) | (1) | Common Stock - Voting | 0 |
| Options - Right to Buy | \$ 54.24 | 11/05/2018 | | M | 2,400 | 03/28/2013 | 03/27/2022 | Common Stock - Voting | 2,400 |
| Options - Right to Buy | \$ 71.6 | 11/05/2018 | | M | 3,600 | 04/03/2014 | 04/02/2023 | Common Stock - Voting | 3,600 |
| Options - Right to Buy | \$ 71.1 | 11/05/2018 | | M | 3,600 | 03/26/2015 | 03/25/2024 | Common Stock - Voting | 3,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Manzone Lisa MCCORMICK & COMPANY, INCORPORATED 24 SCHILLING ROAD, SUITE 1 HUNT VALLEY, MD 21031 | | | Sr. VP Global Human Relations | |

Signatures

Jason E. Wynn,
Attorney-in-fact

11/06/2018

__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) 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 Non-Qualified Retirement Savings Plan.
- (2) Option Exercised.

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