

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person* <u>FITZPATRICK J MICHAEL</u>			2. Issuer Name and Ticker or Trading Symbol <u>MCCORMICK & CO INC [MKC]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/03/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>MCCORMICK & COMPANY, INCORPORATED</u> <u>18 LOVETON CIRCLE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>SPARKS</u>	<u>MD</u>	<u>21152</u>						
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock - Voting	04/04/2013		M		2,500	A	\$30.6	20,259	D	
Common Stock - Voting	04/04/2013		F		1,062	D	\$72.1	19,197	D	
Common Stock - Voting	04/04/2013		M		2,500	A	\$38.35	21,697	D	
Common Stock - Voting	04/04/2013		F		1,330	D	\$72.1	20,367	D	
Common Stock - Non Voting	04/04/2013		M		2,500	A	\$30.6	7,596	D	
Common Stock - Non Voting	04/04/2013		F		1,062	D	\$72.1	6,534	D	
Common Stock - Non Voting	04/04/2013		M		2,500	A	\$38.35	9,034	D	
Common Stock - Non Voting	04/04/2013		F		1,330	D	\$72.1	7,704	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Phantom Stock	(1)							(1)	(1)	Common Stock - Voting	0	7,849.2496	I	Deferred Compensation Plan	
Restricted Stock Units	(2)	04/03/2013		A		1,397		(3)	(3)	Common Stock - Voting	1,397	\$0	1,397	D	
Options - Right to Buy	\$71.6	04/03/2013		A		5,000		(4)	(4)	Common Stock - Voting	5,000	\$0	5,000	D	
Options - Right to Buy	\$30.6	04/04/2013		M		2,500	01/27/2005	01/26/2014		Common Stock - Voting	2,500	\$0 ⁽⁵⁾	0	D	
Options - Right to Buy	\$38.35	04/04/2013		M		2,500	01/25/2006	01/24/2015		Common Stock - Voting	2,500	\$0 ⁽⁵⁾	0	D	
Options - Right to Buy	\$30.6	04/04/2013		M		2,500	01/27/2005	01/26/2014		Common Stock - Non Voting	2,500	\$0 ⁽⁵⁾	0	D	
Options - Right to Buy	\$38.35	04/04/2013		M		2,500	01/25/2006	01/24/2015		Common Stock - Non Voting	2,500	\$0 ⁽⁵⁾	0	D	

Explanation of Responses:

- 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.
- Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- The restricted stock units vest in full on 3/15/2014, and are settled in an equal number of shares of Common Stock.
- The option vests in full on 3/15/2014.

5. Option exercised.

Remarks:

W. Geoffrey Carpenter,
Attorney-in-fact

04/05/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.