

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Repas Gregory</u> (Last) (First) (Middle) <u>24 SCHILLING ROAD</u> <u>SUITE 1</u> (Street) <u>HUNT VALLEY MD 21031</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/31/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>MCCORMICK & CO INC [MKC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>V.P. & Controller</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/09/2021</u>
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock - Voting</u>	<u>890</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Options - Right to Buy</u>	<u>03/28/2019⁽¹⁾</u>	<u>03/27/2028</u>	<u>Common Stock - Voting</u>	<u>1,582</u>	<u>52.975</u>	<u>D</u>	
<u>Options - Right to Buy</u>	<u>03/27/2020⁽¹⁾</u>	<u>03/27/2029</u>	<u>Common Stock - Voting</u>	<u>3,622</u>	<u>73.695</u>	<u>D</u>	
<u>Options - Right to Buy</u>	<u>04/01/2021⁽¹⁾</u>	<u>04/01/2030</u>	<u>Common Stock - Voting</u>	<u>2,452</u>	<u>69.31</u>	<u>D</u>	
<u>Options - Right to Buy</u>	<u>03/31/2022⁽¹⁾</u>	<u>03/31/2031</u>	<u>Common Stock - Voting</u>	<u>1,907</u>	<u>89.16</u>	<u>D</u>	
<u>Options - Right to Buy</u>	<u>(5)</u>	<u>(5)</u>	<u>Common Stock - Voting</u>	<u>14,902</u>	<u>93.49</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>03/27/2020⁽²⁾</u>	<u>03/27/2022</u>	<u>Common Stock - Voting</u>	<u>234</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>04/01/2021⁽³⁾</u>	<u>04/01/2023</u>	<u>Common Stock - Voting</u>	<u>324</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>03/31/2022⁽⁴⁾</u>	<u>03/31/2024</u>	<u>Common Stock - Voting</u>	<u>405</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

- The option grant becomes exercisable in thirds of each of the first three (3) grant anniversaries.
- The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2020, March 15, 2021 and March 15, 2022
- The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2021, March 15, 2022 and March 15, 2023.
- The Restricted Stock Units vest in thirds over a threeyear period beginning March 15, 2022, March 15, 2023 and March 15, 2024.
- The option grant was granted on November 30, 2020 and vests after the third anniversary date and is only exercisable if certain stock price performance requirements are met. The performance requirements are an increase in the common stock non-voting price of 60% for 1/3 of the options, an increase in the common stock non-voting price of 80% for

1/3 of the options, and an increase in the common stock non-voting price of 100% for 1/3 of the options, in each case within five years of the grant date. Both the vesting date and performance requirements must be met for the portion of the grant to become exercisable.

Remarks:

Jason E. Wynn

09/09/2021

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jeffery Schwartz and Jason Wynn, the undersigned's true and lawful attorney-in-fact:

(1) to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and Form 144 in accordance with the requirements of the Securities Act of 1933;

(2) to do and perform such acts for and on behalf of the undersigned as may be necessary or desirable to complete and execute any such Form 3, 4, or 5, and Form 144, and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) to take such other actions as such attorney-in-fact, on advice of counsel, may deem to be of benefit to, in the best interests of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or

cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, or the undersigned's responsibilities to comply with the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, and/or Form 144, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of August, 2021.

Witness: Gregory Repas

/:/ Gregory Repas