| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden

0.5

hours per response:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Conway Michael Aaron</u> | 2. Issuer Name and Ticker or Trading Symbol MCCORMICK & CO INC [MKC] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|---|--|---|--|--|--|--|--|
| <u>Conway Whender Aaron</u> | t | X Director 10% Owner | | | | | |
| (Last) (First) (Middle) 24 SCHILLING ROAD SUITE 1 | 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2023 | Officer (give title Other (specify below) below) | | | | | |
| SUITE I | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) HUNT VALLEY MD 21031 | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) | | | | | | | |

| Table I - Non-Derivative | Securities Acqui | ired, 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) | Transaction Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1130. 4) |
| Common Stock - Voting | 03/15/2023 | | М | | 1,044 | A | (1) | 14,031 | 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. Transa Code (8) | | of Deri Sec Acq (A) o Disp of (I | oosed 0) tr. 3, 4 | Expiration Date (Month/Day/Year) | | e Amount of | | 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 | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 03/15/2023 | | М | | | 1,044 | (2) | (2) | Common Stock - Voting | 1,044 | \$0 ⁽³⁾ | 0 | D | |

Explanation of Responses:

1. Restricted Stock Units; No purchase price required.

2. The reported Restricted Stock Units entitles the Reporting Person to receive an annual distribution of common stock equal to 100% of the grant.

3. Restricted Stock Units granted on March 30, 2022.

Jason Wynn, Attorney-in-Fact 03/16/2023

** Signature of Reporting Person

n 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.