

| OMB APPROVAL                                 |           |
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**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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Kurzius Lawrence Erik</u><br><br>(Last) (First) (Middle)<br><u>MCCORMICK &amp; COMPANY, INCORPORATED</u><br><u>24 SCHILLING ROAD, SUITE1</u><br><br>(Street)<br><u>HUNT VALLEY MD 21031</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MCCORMICK &amp; CO INC [ MKC ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman, President &amp; CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/15/2019</u>                |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |

**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           | 03/15/2019                           |  | M                              |   | 286 <sup>(1)</sup>  | A          | (2)      | 70,738  | D  |   |
| Common Stock - Voting           | 03/15/2019                           |  | M                              |   | 4,250   | A          | (2)      | 74,988  | D  |   |
| Common Stock - Voting           | 03/15/2019                           |  | F                              |   | 1,938   | D          | \$139.34 | 73,188 <sup>(3)</sup>   | D  |   |
| Common Stock - Voting           |                                      |  |                                |   |   |            |          | 12,500  | I  | IRA   |
| Common Stock - Voting           |                                      |  |                                |   |   |            |          | 6,967.2418  | I  | 401(k) Retirement Plan                                |

**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 |   |  |  |   |  | Title |
| Phantom Stock                              | (4)  |                                      |  |                                |   |  |     | (4)  | (4)             | Common Stock - Voting   | 0  | 14,162.9424  | I   | Non-Qualified Retirement Savings Plan                  |       |
| Restricted Stock Units                     | (2)  | 03/15/2019                           |  | M                              |   | 286  |     | (5)  | (5)             | Common Stock - Voting   | 286  | \$0 <sup>(6)</sup>   | 286   | D  |       |
| Restricted Stock Units                     | (2)  | 03/15/2019                           |  | M                              |   | 4,250  |     | (7)  | (7)             | Common Stock - Voting   | 4,250                                      | \$0 <sup>(8)</sup>   | 8,501   | D  |       |

**Explanation of Responses:**

- Subject to deferred receipt.
- Restricted Stock Units; no purchase price required.
- Number reflects an upward adjustment of 138 shares that were previously reported on the Reporting Person's Form 4 as a disposition; which transaction did not in fact occur.
- 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.
- The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2018, March 15, 2019 and March 15, 2020 but are subject to deferred delivery based on certain termination of service events.
- Restricted Stock Units granted on March 29, 2017.
- The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2019, March 15, 2020 and March 15, 2021.
- Restricted Stock Units granted on March 28, 2018.

**Remarks:**

Jason E. Wynn, Attorney-in-fact

03/19/2019

\*\* 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.**