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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0000063754	MCCORMICK & CO		<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
Name of Issuer			
MCCORMICK & CO INC			
Jurisdiction of Incorporation/Organization			
MARYLAND			
Year of Incorporation/Organization			
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
MCCORMICK & CO INC	18 Loveton Circle		Sparks	MARYLAND	21152	410-771-7301

3. Related Persons

Last Name	First Name	Middle Name	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/PostalCode
Bilbrey	John	P.	18 Loveton Circle		Sparks	MARYLAND	21152
Relationship:	Executive Officer	<input checked="" type="checkbox"/> Director	Promoter				

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/PostalCode
Brady	James	T.	18 Loveton Circle		Sparks	MARYLAND	21152
Relationship:	Executive Officer	<input checked="" type="checkbox"/> Director	Promoter				

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Fitzpatrick	J.	Michael
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hrabowski	Freeman	A.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Little	Patricia	
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Mangan	Michael	D.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Preston	Margaret	M.V.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Roche	George	A.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Stevens	William	E.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wilson	Alan	D.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Carpenter	W.	Geoffrey
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kelly	Kenneth	A.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kurzius	Lawrence	E.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Langmead	Charles	T.

Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Perich	Cecile	K.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Stetz	Gordon	M.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152
Relationship: X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Timbie	Mark	T.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MARYLAND	21152
Relationship: X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes	Commercial	Lodging & Conventions
No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	X Other
Energy	Other Real Estate	

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
X Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|---|---------------------------------------|
| Rule 504(b)(1) (not (i), (ii) or (iii)) | Rule 505 |
| Rule 504 (b)(1)(i) | X Rule 506 |
| Rule 504 (b)(1)(ii) | Securities Act Section 4(5) |
| Rule 504 (b)(1)(iii) | Investment Company Act Section 3(c) |
| | Section 3(c)(1) Section 3(c)(9) |
| | Section 3(c)(2) Section 3(c)(10) |
| | Section 3(c)(3) Section 3(c)(11) |
| | Section 3(c)(4) Section 3(c)(12) |
| | Section 3(c)(5) Section 3(c)(13) |
| | Section 3(c)(6) Section 3(c)(14) |
| | Section 3(c)(7) |

7. Type of Filing

- New Notice Date of First Sale 2000-08-01 First Sale Yet to Occur
- X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? X Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|----------------------------------|
| Equity | Pooled Investment Fund Interests |
| X Debt | Tenant-in-Common Securities |
| Option, Warrant or Other Right to Acquire Another Security | Mineral Property Securities |
| Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

This Amendment is filed to update the issuer's Form D originally filed in 2006 in connection with the issuer's commercial paper program.

11. Minimum Investment

Minimum investment accepted from any outside investor \$250,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None	
Goldman Sachs & Co	361		
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None	
None	None		
Street Address 1	Street Address 2		
85 Broad Street			
City	State/Province/Country		ZIP/Postal Code
New York	NEW YORK		10004
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
Banc of America Securities LLC	26091		
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None	
None	None		
Street Address 1	Street Address 2		
One Bryant Park			
City	State/Province/Country		ZIP/Postal Code
New York	NEW YORK		10036
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
Merrill Lynch, Pierce, Fenner & Smith Incorporated	7691		
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None	
None	None		
Street Address 1	Street Address 2		
One Bryant Park			
City	State/Province/Country		ZIP/Postal Code
New York	NEW YORK		10036
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
Credit Suisse First Boston Corporation	816		
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	X None	

None		None	
	Street Address 1		Street Address 2
11 Madison Avenue			
City		State/Province/Country	ZIP/Postal Code
New York		NEW YORK	10010
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient		Recipient CRD Number	None
SunTrust Capital Markets, Inc.		6271	
(Associated) Broker or Dealer	X None	(Associated) Broker or Dealer CRD Number	X None
None		None	
	Street Address 1		Street Address 2
303 Peachtree Street, N.E.		Suite 2300	
City		State/Province/Country	ZIP/Postal Code
Atlanta		GEORGIA	30308
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient		Recipient CRD Number	None
Citigroup Global Markets Inc.		7059	
(Associated) Broker or Dealer	X None	(Associated) Broker or Dealer CRD Number	X None
None		None	
	Street Address 1		Street Address 2
390 Greenwich Street			
City		State/Province/Country	ZIP/Postal Code
New York		NEW YORK	10013
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient		Recipient CRD Number	None
Wells Fargo Securities, LLC		126292	
(Associated) Broker or Dealer	X None	(Associated) Broker or Dealer CRD Number	X None
None		None	
	Street Address 1		Street Address 2
301 South College St.			
City		State/Province/Country	ZIP/Postal Code
Charlotte		NORTH CAROLINA	28288
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient		Recipient CRD Number	None
RBS Securities, Inc.		11707	

(Associated) Broker or Dealer X None

(Associated) Broker or Dealer CRD Number

X None

None

None

Street Address 1

Street Address 2

600 Washington Blvd.

City

State/Province/Country

ZIP/Postal Code

Stamford

CONNECTICUT

06901

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

X All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$1,000,000,000 USD or Indefinite

Total Amount Sold \$390,000,000 USD

Total Remaining to be Sold \$610,000,000 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$250,000 USD X Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United

States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
MCCORMICK & CO INC	/s/ W. Geoffrey Carpenter	W. Geoffrey Carpenter	Vice President, General Counsel and Secretary	2012-08- 14

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
