

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>KELLY KENNETH A JR</u> (Last) (First) (Middle) MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE (Street) SPARKS MD 21152 (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior VP & Controller
	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2012	
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	07/27/2012		M		10,000	A	\$38.35	44,188.57	D	
Common Stock - Voting	07/27/2012		S		10,000	D	\$61.2382	34,188.57	D	
Common Stock - Voting	07/27/2012		M		9,225	A	\$32.83	43,413.57	D	
Common Stock - Voting	07/27/2012		S		9,225	D	\$61.2439	34,188.57	D	
Common Stock - Voting	07/27/2012		M		7,950	A	\$38.28	42,138.57	D	
Common Stock - Voting	07/27/2012		S		7,950	D	\$61.2393	34,188.57	D	
Common Stock - Voting	07/27/2012		M		9,000	A	\$37.59	43,188.57	D	
Common Stock - Voting	07/27/2012		S		9,000	D	\$61.2581	34,188.57	D	
Common Stock - Voting	07/27/2012		M		8,776	A	\$38.39	42,964.57	D	
Common Stock - Voting	07/27/2012		S		8,776	D	\$61.234	34,188.57	D	
Common Stock - Non Voting	07/27/2012		M		3,075	A	\$32.83	16,927.71	D	
Common Stock - Non Voting	07/27/2012		S		3,075	D	\$61.2475	13,852.71	D	
Common Stock - Non Voting	07/27/2012		M		2,650	A	\$38.28	16,502.71	D	
Common Stock - Non Voting	07/27/2012		S		2,650	D	\$61.2341	13,852.71	D	
Common Stock - Non Voting	07/27/2012		M		3,000	A	\$37.59	16,852.71	D	
Common Stock - Non Voting	07/27/2012		S		3,000	D	\$61.2339	13,852.71	D	
Common Stock - Non Voting	07/27/2012		M		2,924	A	\$38.39	16,776.71	D	
Common Stock - Non Voting	07/27/2012		S		2,924	D	\$61.2043	13,852.71	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						Title
Option - Right to Buy	\$38.35	07/27/2012		M			10,000	01/25/2006	01/24/2015	Common Stock - Voting	10,000	\$0 ⁽¹⁾	0	D	
Option - Right to Buy	\$32.83	07/27/2012		M			9,225	02/28/2007	02/27/2016	Common Stock - Voting	9,225	\$0 ⁽¹⁾	0	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	Title	Amount or Number of Shares				
Option - Right to Buy	\$38.28	07/27/2012		M			7,950	03/28/2008	03/27/2017	Common Stock - Voting	7,950	\$0 ⁽¹⁾	0	D	
Option - Right to Buy	\$37.59	07/27/2012		M			9,000	04/02/2009	04/01/2018	Common Stock - Voting	9,000	\$0 ⁽¹⁾	0	D	
Option - Right to Buy	\$38.39	07/27/2012		M			8,776	03/31/2011	03/30/2020	Common Stock - Voting	8,776	\$0 ⁽¹⁾	8,776	D	
Option - Right to Buy	\$32.83	07/27/2012		M			3,075	02/28/2007	02/27/2016	Common Stock - Non Voting	3,075	\$0 ⁽¹⁾	0	D	
Option - Right to Buy	\$38.28	07/27/2012		M			2,650	03/28/2008	03/27/2017	Common Stock - Non Voting	2,650	\$0 ⁽¹⁾	0	D	
Option - Right to Buy	\$37.59	07/27/2012		M			3,000	04/02/2009	04/01/2018	Common Stock - Non Voting	3,000	\$0 ⁽¹⁾	0	D	
Option - Right to Buy	\$38.39	07/27/2012		M			2,924	03/31/2011	03/30/2020	Common Stock - Non Voting	2,924	\$0 ⁽¹⁾	2,924	D	

Explanation of Responses:

1. Option exercised.

Remarks:

Jason E. Wynn, Attorney-in-fact

07/31/2012

** 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.

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