

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>WILSON ALAN D</u> (Last) (First) (Middle) <u>MCCORMICK & COMPANY, INCORPORATED</u> <u>18 LOVETON CIRCLE</u> (Street) <u>SPARKS MD 21152</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/31/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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	07/31/2012		M		39,676	A	\$38.28	132,213.551	D	
Common Stock - Voting	07/31/2012		F		31,489	D	\$61.125	100,724.551	D	
Common Stock - Voting	07/31/2012		M		76,350	A	\$37.59	177,074.551	D	
Common Stock - Voting	07/31/2012		F		60,118	D	\$61.125	116,956.551	D	
Common Stock - Voting	07/31/2012		M		169,369	A	\$29.89	286,325.551	D	
Common Stock - Voting	07/31/2012		F		121,579	D	\$61.125	164,746.551	D	
Common Stock - Voting								9,909.17	I	401(k) Retirement Plan
Common Stock - Non Voting	07/31/2012		M		13,224	A	\$38.28	20,620.66	D	
Common Stock - Non Voting	07/31/2012		F		10,496	D	\$61.125	10,124.66	D	
Common Stock - Non Voting	07/31/2012		M		25,450	A	\$37.59	35,574.66	D	
Common Stock - Non Voting	07/31/2012		F		20,040	D	\$61.125	15,534.66	D	
Common Stock - Non Voting	07/31/2012		F		8,138	D	\$61.17	7,396.66	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					
Phantom Stock	(2)							(2)	(2)	Common Stock - Voting	0	1,006.5638	I	Deferred Compensation Plan
Option - Right to Buy	\$38.28	07/31/2012		M		39,676		03/28/2008	03/27/2017	Common Stock - Voting	39,676	\$0 ⁽¹⁾	0	D
Option - Right to Buy	\$37.59	07/31/2012		M		76,350		04/02/2009	04/01/2018	Common Stock - Voting	76,350	\$0 ⁽¹⁾	0	D
Option - Right to Buy	\$29.89	07/31/2012		M		169,369		03/25/2010	03/24/2019	Common Stock - Voting	169,369	\$0 ⁽¹⁾	56,456	D
Option - Right to Buy	\$38.28	07/31/2012		M		13,224		03/28/2008	03/27/2017	Common Stock - Non Voting	13,224	\$0 ⁽¹⁾	0	D
Option - Right to Buy	\$37.59	07/31/2012		M		25,450		04/02/2009	04/01/2018	Common Stock - Non Voting	25,450	\$0 ⁽¹⁾	0	D

Explanation of Responses:

1. Option exercised.

2. 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 Deferred Compensation Plan.

Remarks:

Jason E. Wynn, Attorney-in-fact 08/01/2012

** 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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