

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Stetz Gordon McKenzie JR</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) <u>Executive Vice President & CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/03/2013</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	04/04/2013		M		11,906	A	\$29.89	56,973.11	D	
Common Stock - Voting	04/04/2013		F		7,454	D	\$72.1	49,519.11	D	
Common Stock - Voting	04/05/2013		M		12,000	A	\$38.39	61,519.11	D	
Common Stock - Voting	04/05/2013		S		12,000	D	\$70.844	49,519.11	D	
Common Stock - Voting								1,125.8766	I	401(k) Plan
Common Stock - Non Voting	04/05/2013		M		3,968	A	\$29.89	6,047.504	D	
Common Stock - Non Voting	04/05/2013		S		3,968	D	\$70.894	2,079.504	D	
Common Stock - Non Voting	04/05/2013		M		9,282	A	\$38.39	11,361.504	D	
Common Stock - Non Voting	04/05/2013		S		9,282	D	\$70.8418	2,079.504	D	
Common Stock - Non Voting								27.528	I	As custodian for son
Common Stock - Non Voting								27.528	I	As custodian for son

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
Options - Right to Buy	\$71.6	04/03/2013		A		45,400		(1)	04/02/2023	Common Stock - Voting	45,400	\$0	45,400	D	
Options - Right to Buy	\$29.89	04/04/2013		M		11,906		03/25/2010	03/24/2019	Common Stock - Voting	11,906	\$0 ⁽²⁾	0	D	
Options - Right to Buy	\$38.39	04/05/2013		M		12,000		03/31/2011	03/30/2020	Common Stock - Voting	12,000	\$0 ⁽²⁾	25,124	D	
Options - Right to Buy	\$29.89	04/05/2013		M		3,968		03/25/2010	03/24/2019	Common Stock - Non Voting	3,968	\$0 ⁽²⁾	0	D	
Options - Right to Buy	\$38.39	04/05/2013		M		9,282		03/31/2011	03/30/2020	Common Stock - Non Voting	9,282	\$0 ⁽²⁾	3,094	D	

Explanation of Responses:

1. The grants vest fully in 25% increments over a four year period beginning on the first anniversary date.
2. Option exercised.

Remarks:

W. Geoffrey Carpenter,
Attorney-in-Fact

04/05/2013

** 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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