

MCCORMICK & CO INC  
 Form 4  
 July 14, 2016

**FORM 4**

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

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Stetz Gordon McKenzie JR

(Last) (First) (Middle)

MCCORMICK & COMPANY,  
 INCORPORATED, 18 LOVETON  
 CIRCLE

(Street)

SPARKS, MD 21152

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 MCCORMICK & CO INC [MKC]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/13/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4) |            |             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|--|------------|-------------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |  | (A) or (D) | Price       |
| Common Stock - Voting           | 07/13/2016                           |  | M                              |   |   | 38,900 | A   | \$ 54.24   | 94,012.11                                  | D          |             |
| Common Stock - Voting           | 07/13/2016                           |  | S                              |   |   | 38,900 | D   | \$ 105.1679  | 55,112.11                                  | D          |             |
| Common Stock - Voting           |                                      |  |                                |   |   |        |   |  | 1,191.8265                                 | I          | 401(k) Plan |
| Common                          |                                      |  |                                |   |   |        |   |  | 2,079.504                                  | D          |             |

Stock -  
Non  
Voting

Common  
Stock -  
Non  
Voting

29.392 I

As  
Custodian  
For Son

Common  
Stock -  
Non  
Voting

29.392 I

As  
Custodian  
For Son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options - Right to Buy                     | \$ 54.24   | 07/13/2016                           |  | M                              | 38,900  | 03/28/2013 03/27/2022                                    | Common Stock - Non Voting                                     | 38,900                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Stetz Gordon McKenzie JR<br>MCCORMICK & COMPANY, INCORPORATED<br>18 LOVETON CIRCLE<br>SPARKS, MD 21152 | X             |           | Executive Vice President & CFO |       |

## Signatures

/s/ Jason E Wynn

07/14/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Option exercised

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.