

**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 |
| Estimated average burden hours per response: | 0.5       |

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person *<br><u>Kurzius Lawrence Erik</u><br><br>(Last) (First) (Middle)<br>MCCORMICK & COMPANY, INCORPORATED<br>18 LOVETON CIRCLE<br><br>(Street)<br>SPARKS MD 21152<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MCCORMICK &amp; CO INC [ MKC ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President - International</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/01/2012</u>                |  |
| 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           | 10/01/2012                           |  | M                              |   | 17,550  | A          | \$38.35   | 46,281  | D  |   |
| Common Stock - Voting           | 10/01/2012                           |  | S                              |   | 17,550  | D          | \$62.2543 | 28,731  | D  |   |
| Common Stock - Voting           | 10/01/2012                           |  | M                              |   | 21,825  | A          | \$32.83   | 50,556  | D  |   |
| Common Stock - Voting           | 10/01/2012                           |  | S                              |   | 21,825  | D          | \$62.232  | 28,731  | D  |   |
| Common Stock - Voting           | 10/01/2012                           |  | M                              |   | 18,676  | A          | \$38.28   | 47,407  | D  |   |
| Common Stock - Voting           | 10/01/2012                           |  | S                              |   | 18,676  | D          | \$62.2472 | 28,731  | D  |   |
| Common Stock - Voting           | 10/01/2012                           |  | M                              |   | 18,976  | A          | \$37.59   | 47,707  | D  |   |
| Common Stock - Voting           | 10/01/2012                           |  | S                              |   | 18,976  | D          | \$62.2695 | 28,731  | D  |   |
| Common Stock - Voting           |                                      |  |                                |   |   |            |           | 12,500  | I  | IRA   |
| Common Stock - Non Voting       | 10/01/2012                           |  | M                              |   | 5,850   | A          | \$38.35   | 5,850   | D  |   |
| Common Stock - Non Voting       | 10/01/2012                           |  | S                              |   | 5,850   | D          | \$62.1117 | 0   | D  |   |
| Common Stock - Non Voting       | 10/01/2012                           |  | M                              |   | 7,275   | A          | \$32.83   | 7,275   | D  |   |
| Common Stock - Non Voting       | 10/01/2012                           |  | S                              |   | 7,275   | D          | \$62.0204 | 0   | D  |   |
| Common Stock - Non Voting       | 10/01/2012                           |  | M                              |   | 6,224   | A          | \$38.28   | 6,224   | D  |   |
| Common Stock - Non Voting       | 10/01/2012                           |  | S                              |   | 6,224   | D          | \$62.2711 | 0   | D  |   |
| Common Stock - Non Voting       | 10/01/2012                           |  | M                              |   | 6,324   | A          | \$37.59   | 6,324   | D  |   |
| Common Stock - Non Voting       | 10/01/2012                           |  | S                              |   | 6,324   | D          | \$62.2621 | 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 |
| Option - Right to Buy                      | \$38.35  | 10/01/2012                           |  | M                              |   |  | 17,550 | 01/25/2006   | 01/24/2015      | Common Stock - Voting   | 17,550                                     | \$0 <sup>(1)</sup>   | 0   | D  |       |
| Option - Right to Buy                      | \$32.83  | 10/01/2012                           |  | M                              |   |  | 21,825 | 02/28/2007   | 02/27/2016      | Common Stock - Voting   | 21,825                                     | \$0 <sup>(1)</sup>   | 0   | D  |       |
| Option - Right to Buy                      | \$38.28  | 10/01/2012                           |  | M                              |   |  | 18,676 | 03/28/2008   | 03/27/2017      | Common Stock - Voting   | 18,676                                     | \$0 <sup>(1)</sup>   | 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                      | \$37.59  | 10/01/2012                           |  | M                              |   |  | 18,976 | 04/02/2009   | 04/01/2018      | Common Stock - Voting   | 18,976                     | \$0 <sup>(1)</sup>                         | 0  | D   |  |
| Option - Right to Buy                      | \$38.35  | 10/01/2012                           |  | M                              |   |  | 5,850  | 01/25/2006   | 01/24/2015      | Common Stock - Non Voting   | 5,850                      | \$0 <sup>(1)</sup>                         | 0  | D   |  |
| Option - Right to Buy                      | \$32.83  | 10/01/2012                           |  | M                              |   |  | 7,275  | 02/28/2007   | 02/27/2016      | Common Stock - Non Voting   | 7,275                      | \$0 <sup>(1)</sup>                         | 0  | D   |  |
| Option - Right to Buy                      | \$38.28  | 10/01/2012                           |  | M                              |   |  | 6,224  | 03/28/2008   | 03/27/2017      | Common Stock - Non Voting   | 6,224                      | \$0 <sup>(1)</sup>                         | 0  | D   |  |
| Option - Right to Buy                      | \$37.59  | 10/01/2012                           |  | M                              |   |  | 6,324  | 04/02/2009   | 04/01/2018      | Common Stock - Non Voting   | 6,324                      | \$0 <sup>(1)</sup>                         | 0  | D   |  |

**Explanation of Responses:**

1. Option exercised

**Remarks:**

W. Geoffrey Carpenter,  
Attorney-in-fact

10/03/2012

\*\* 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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