SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*
 	
 FITZPATRICK J MICHAEL
 	
 (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)
	 03/26/2014
	
	 4. If Amendment, Date of Original Filed (Month/Day/Year)
		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
		
		 X Director 10% Owner
		
		   Officer (give title below) Other (specify below)
		
		 6. Individual or Joint/Group Filing (Check Applicable Line)
		
		 X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock - Voting								21,764	D	
Common Stock - Non Voting								7,704	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				
Phantom Stock	(1)							(1)	(1)	Common Stock - Voting	0		8,005.6479	I	Deferred Compensation Plan
Restricted Stock Units	(2)	03/26/2014		A		1,406		(3)	(3)	Common Stock - Voting	1,406	$0	1,406	D	
Options - Right to Buy	$71.1	03/26/2014		A		5,000		(4)	03/25/2024	Common Stock - Voting	5,000	$0	5,000	D	

Explanation of Responses:

1. 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 Comon Stock - Voting in accordance with the terms of the Deferred Compensation Plan.

2. Each restricted stock unit represents a contingent right to receive one share of Common stock.

3. The restricted stock units vest in full on 3/15/2015, and are settled in an equal number of shares of Common Stock.

4. The option vests in full on 3/15/2015.

Remarks:

Jason E. Wynn, Attorney-in-fact

** Signature of Reporting Person

03/28/2014

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.