

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Kurzius Lawrence Erik</u> <hr/> (Last) (First) (Middle) MCCORMICK & COMPANY, INCORPORATED 24 SCHILLING ROAD, SUITE1 <hr/> (Street) HUNT VALLEY MD 21031 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MCCORMICK &amp; 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) 11/30/2020	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock - Voting								171,396 <sup>(1)</sup>	D	
Common Stock - Voting								25,000 <sup>(1)</sup>	I	IRA
Common Stock - Voting								14,455.4952 <sup>(1)</sup>	I	401(k) Retirement Plan
Common Stock - Voting								14,000 <sup>(1)</sup>	I	By 2020 GRAT A
Common Stock - Voting								14,000 <sup>(1)</sup>	I	By 2020 GRAT B

**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	(2)							(2)	(2)	Common Stock - Voting	0		28,858.743 <sup>(1)</sup>	I	Non-Qualified Retirement Savings Plan
Options - Right to Buy	\$93.49	11/30/2020		A		532,198		(3)	(3)	Common Stock - Voting	532,198	\$0	532,198 <sup>(1)</sup>	D	

**Explanation of Responses:**

- Amounts reported herein reflect the Issuer's 2 for 1 stock split of its common stock and common stock non-voting, effective November 30, 2020.
- 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 Non-Qualified Retirement Savings Plan.
- The option grant vests after the third anniversary date and is only exercisable if certain stock price performance requirements are met. The performance requirements are an increase in the common stock non-voting price of 60% for 1/3 of the options, an increase in the common stock non-voting price of 80% for 1/3 of the options, and an increase in the common stock non-voting price of 100% for 1/3 of the options, in each case within five years of the grant date. Both the vesting date and performance requirements must be met for the portion of the grant to become exercisable.

**Remarks:**

Jason E. Wynn, Attorney-in-fact 12/02/2020

\*\* 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.

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.