

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	
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1. Name and Address of Reporting Person* <u>Smith Michael R</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP & CFO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
MCCORMICK & COMPANY, INCORPORATED 24 SCHILLING ROAD, SUITE 1			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) HUNT VALLEY MD 21031								
(City) (State) (Zip)								

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	03/15/2019		M		2,100 ⁽¹⁾	A	(2)	19,794.668	D	
Common Stock - Voting	03/15/2019		M		817	A	(2)	20,611.668	D	
Common Stock - Voting	03/15/2019		F		271	D	\$139.34	21,352.668 ⁽³⁾	D	
Common Stock - Voting								2,159.594	I	401(k) Retirement Plan
Common Stock - Non Voting								3,193.874	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
Restricted Stock Units	(2)	03/15/2019		M		2,100		(4)	(4)	Common Stock - Voting	2,100	\$0 ⁽⁵⁾	2,100	D	
Restricted Stock Units	(2)	03/15/2019		M		817		(6)	(6)	Common Stock - Voting	817	\$0 ⁽⁷⁾	1,635	D	

Explanation of Responses:

- Subject to deferred receipt.
- Restricted Stock Units; no purchase price required.
- Number reflects an upward adjustment of 1012 shares that were previously reported on the Reporting Person's Form 4 as a disposition; which transaction did not in fact occur.
- The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2018, March 15, 2019 and March 15, 2020 but are subject to deferred delivery based on certain termination of service events.
- Restricted Stock Units granted on March 29, 2017.
- The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2019, March 15, 2020 and March 15, 2021.
- Restricted Stock Units granted on March 28, 2018.

Remarks:

Jason E. Wynn, Attorney-in-Fact 03/19/2019

** 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.