SEC Form 4

FORM 4

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

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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* Foley Brendan M	2. Issuer Name **and** Ticker or Trading Symbol MCCORMICK & CO INC [MKC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) MCCORMICK & COMPANY, INCORPORATED 24 SCHILLING ROAD, SUITE 1	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2020	Director	10% Owner X Officer (give title below)	Other (specify below) **President Global Consumer**
(Street) HUNT VALLEY MD 21031	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(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								18,504.814	D	
Common Stock - Non Voting								206.293	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		1,636.9136	I	Non-Qualified Retirement Savings Plan
Restricted Stock Units	(2)	04/01/2020		A		3,175		(3)	(3)	Common Stock - Voting	3,175	$0	3,175	D	
Options-Right to Buy	$138.62	04/01/2020		A		16,020		(4)	(4)	Common Stock - Voting	16,020	$0	16,020	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 Commn Stock - Voting in accordance with the terms of the Non-Qualified Retirement Savings Plan.

2. Each Restricted Stock Unit represents a contingent right to receive on share of Common stock.

3. The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2021, March 15, 2022 and March 15, 2023.

4. The option grant becomes exercisable in thirds of each of the first three (3) grant anniversaries.

Remarks:

Jason E. Wynn, Attorney-in-Fact — 04/03/2020

** 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.