

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>WILSON ALAN D</u>  (Last) (First) (Middle) MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE  (Street) SPARKS MD 21152  (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) <b>Chairman, President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 08/01/2012	

**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	07/31/2012		M		39,676	A	\$38.28	132,213.551	D	
Common Stock - Voting	07/31/2012		F		31,489	D	\$61.125	100,724.551	D	
Common Stock - Voting	07/31/2012		M		76,350	A	\$37.59	177,074.551	D	
Common Stock - Voting	07/31/2012		F		60,118	D	\$61.125	116,956.551	D	
Common Stock - Voting	07/31/2012		M		169,369	A	\$29.89	286,325.551	D	
Common Stock - Voting	07/31/2012		F		121,579	D	\$61.125	164,746.551	D	
Common Stock - Voting								9,909.17	I	401(k) Retirement Plan
Common Stock - Non Voting	07/31/2012		M		13,224	A	\$38.28	20,620.66	D	
Common Stock - Non Voting	07/31/2012		F		10,496	D	\$61.125	10,124.66	D	
Common Stock - Non Voting	07/31/2012		M		25,450	A	\$37.59	35,574.66	D	
Common Stock - Non Voting	07/31/2012		F		20,040	D	\$61.125	15,534.66	D	
Common Stock - Non Voting	07/31/2012		S		8,138	D	\$61.17	7,396.66	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					
Phantom Stock	(2)							(2)	(2)	Common Stock - Voting	0	1,006.5638	I	Deferred Compensation Plan
Option - Right to Buy	\$38.28	07/31/2012		M		39,676		03/28/2008	03/27/2017	Common Stock - Voting	39,676	\$0 <sup>(1)</sup>	0	D
Option - Right to Buy	\$37.59	07/31/2012		M		76,350		04/02/2009	04/01/2018	Common Stock - Voting	76,350	\$0 <sup>(1)</sup>	0	D
Option - Right to Buy	\$29.89	07/31/2012		M		169,369		03/25/2010	03/24/2019	Common Stock - Voting	169,369	\$0 <sup>(1)</sup>	56,456	D
Option - Right to Buy	\$38.28	07/31/2012		M		13,224		03/28/2008	03/27/2017	Common Stock - Non Voting	13,224	\$0 <sup>(1)</sup>	0	D
Option - Right to Buy	\$37.59	07/31/2012		M		25,450		04/02/2009	04/01/2018	Common Stock - Non Voting	25,450	\$0 <sup>(1)</sup>	0	D

**Explanation of Responses:**

1. Option exercised.

2. 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 Deferred Compensation Plan.

**Remarks:**

W. Geoffrey Carpenter,  
Attorney-in-fact

10/29/2012

\*\* 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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