

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>FITZPATRICK J MICHAEL</u> _____ (Last) (First) (Middle) <u>MCCORMICK & COMPANY, INCORPORATED</u> <u>18 LOVETON CIRCLE</u> _____ (Street) <u>SPARKS MD 21152</u> _____ (City) (State) (Zip)			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) <input checked="" type="checkbox"/> Director 10% Owner _____ Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>04/18/2016</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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		

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	04/18/2016		M		3,750	A	\$37.59	30,907	D	
Common Stock - Voting	04/18/2016		F		1,485	D	\$94.9445	29,422	D	
Common Stock - Voting	04/18/2016		M		3,750	A	\$29.89	33,172	D	
Common Stock - Voting	04/18/2016		F		1,181	D	\$94.9445	31,991	D	
Common Stock - Voting	04/18/2016		M		3,750	A	\$38.39	35,741	D	
Common Stock - Voting	04/18/2016		F		1,517	D	\$94.9445	34,224	D	
Common Stock - Non Voting	04/18/2016		M		1,250	A	\$37.59	11,597	D	
Common Stock - Non Voting	04/18/2016		F		495	D	\$94.9445	11,102	D	
Common Stock - Non Voting	04/18/2016		M		1,250	A	\$29.89	12,352	D	
Common Stock - Non Voting	04/18/2016		F		394	D	\$94.9445	11,958	D	
Common Stock - Non Voting	04/18/2016		M		1,250	A	\$38.39	13,208	D	
Common Stock - Non Voting	04/18/2016		F		506	D	\$94.9445	12,702	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)					
Phantom Stock	(1)						(1)	(1)	Common Stock - Voting	0	8,342.7675	I	Deferred Compensation Plan
Options - Right to Buy	\$37.59	04/18/2016		M		3,750	04/02/2009	04/01/2018	Common Stock - Voting	3,750	\$0 ⁽²⁾	0	D
Options - Right to Buy	\$29.89	04/18/2016		M		3,750	03/25/2010	03/24/2019	Common Stock - Voting	3,750	\$0 ⁽²⁾	0	D
Options - Right to Buy	\$38.39	04/18/2016		M		3,750	03/31/2011	03/30/2020	Common Stock - Voting	3,750	\$0 ⁽²⁾	0	D
Options - Right to Buy	\$37.59	04/18/2016		M		1,250	04/02/2009	04/01/2018	Common Stock - Non Voting	1,250	\$0 ⁽²⁾	0	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					
Options - Right to Buy	\$29.89	04/18/2016		M			1,250	03/25/2010	03/24/2019	Common Stock - Non Voting	\$0 ⁽²⁾	0	D	
Options - Right to Buy	\$38.39	04/18/2016		M			1,250	03/31/2011	03/30/2020	Common Stock - Non Voting	\$0 ⁽²⁾	0	D	

Explanation of Responses:

- 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.
- Option exercised.

Remarks:

Jason E. Wynn, Attorney-in-fact 04/19/2016

** 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.