

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person * <u>Stetz Gordon McKenzie JR</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) <u>Executive Vice President &amp; CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/10/2015</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 <input type="checkbox"/> 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	07/10/2015		M		20,000	A	\$38.39	74,822.11	D	
Common Stock - Voting	07/10/2015		S		20,000	D	\$79.6675	54,822.11	D	
Common Stock - Voting	07/10/2015		M		5,124	A	\$38.39	59,946.11	D	
Common Stock - Voting	07/10/2015		F		3,725	D	\$79.78	56,221.11	D	
Common Stock - Voting								1,172.0309	I	401(k) Plan
Common Stock - Non Voting	07/10/2015		M		3,094	A	\$38.39	5,173.504	D	
Common Stock - Non Voting	07/10/2015		S		3,094	D	\$79.7393	2,079.504	D	
Common Stock - Non Voting								28.826	I	As custodian for son
Common Stock - Non Voting								28.826	I	As custodian for son

**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
Options - Right to Buy	\$38.39	07/10/2015		M			20,000	03/31/2011	03/30/2020	Common Stock - Voting	20,000	\$0 <sup>(1)</sup>	5,124	D	
Options - Right to Buy	\$38.39	07/10/2015		M			5,124	03/31/2011	03/30/2020	Common Stock - Voting	5,124	\$0 <sup>(1)</sup>	0	D	
Options - Right to Buy	\$38.39	07/10/2015		M			3,094	03/31/2011	03/30/2020	Common Stock - Non Voting	3,094	\$0 <sup>(1)</sup>	0	D	

**Explanation of Responses:**

1. Option exercised.

**Remarks:**

Jason E. Wynn, Attorney-in-Fact

07/14/2015

\*\* Signature of Reporting Person

Date

\* 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.**