

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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*<br><u>Rimmer Nneka Louise</u><br><br>(Last) (First) (Middle)<br><u>MCCORMICK &amp; COMPANY, INCORPORATED</u><br><u>18 LOVETON CIRCLE</u><br><br>(Street)<br><u>SPARKS MD 21152</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MCCORMICK &amp; CO INC [ MKC ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><u>Sr. VP Corp Strategy &amp; Develop</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/28/2018</u>                |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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 |   |  |   |
| <u>Common Stock - Voting</u>    |                                      |  |                                |   |   |            |       | <u>1,251</u>  | <u>D</u>   |   |

**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   |   |  |  |   |  |
| <u>Restricted Stock Units</u>              | <u>(1)</u>   | <u>03/28/2018</u>                    |  | <u>A</u>                       |   | <u>1,472</u>   |     | <u>(2)</u>   | <u>(2)</u>        | <u>Common Stock - Voting</u>  | <u>\$0</u>                                 | <u>1,472</u>   | <u>D</u>  |  |
| <u>Options - Right to Buy</u>              | <u>\$105.95</u>  | <u>03/28/2018</u>                    |  | <u>A</u>                       |   | <u>7,390</u>   |     | <u>(3)</u>   | <u>03/27/2028</u> | <u>Common Stock - Voting</u>  | <u>\$0</u>                                 | <u>7,390</u>   | <u>D</u>  |  |

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2019, March 15, 2020 and March 15, 2021.
- The option grant becomes exercisable in thirds of each of the first three (3) grant anniversaries.

**Remarks:**

Jason E. Wynn, Attorney-in-fact 03/30/2018

\*\* 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.