

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>Manzone Lisa</u> (Last) (First) (Middle) <u>MCCORMICK & COMPANY, INCORPORATED</u> <u>24 SCHILLING ROAD, SUITE 1</u> (Street) <u>HUNT VALLEY MD 21031</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP Global Human Relations</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2018</u> | |
| | | 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 | 11/05/2018 | | M | | 2,400 | A | \$54.24 | 8,345 | D | |
| Common Stock - Voting | 11/05/2018 | | S | | 2,400 | D | \$144.5563 | 5,945 | D | |
| Common Stock - Voting | 11/05/2018 | | M | | 3,600 | A | \$71.6 | 9,545 | D | |
| Common Stock - Voting | 11/05/2018 | | S | | 3,600 | D | \$144.5404 | 5,945 | D | |
| Common Stock - Voting | 11/05/2018 | | M | | 3,600 | A | \$71.1 | 9,545 | D | |
| Common Stock - Voting | 11/05/2018 | | S | | 3,600 | D | \$144.7744 | 5,945 | D | |
| Common Stock - Non Voting | | | | | | | | 868 | 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 | (1) | | | | | | | (1) | (1) | Common Stock - Voting | | 749,9601 | I | Non-Qualified Retirement Savings Plan |
| Options - Right to Buy | \$54.24 | 11/05/2018 | | M | | 2,400 | | 03/28/2013 | 03/27/2022 | Common Stock - Voting | 2,400 | \$0 ⁽²⁾ | 0 | D |
| Options - Right to Buy | \$71.6 | 11/05/2018 | | M | | 3,600 | | 04/03/2014 | 04/02/2023 | Common Stock - Voting | 3,600 | \$0 ⁽²⁾ | 0 | D |
| Options - Right to Buy | \$71.1 | 11/05/2018 | | M | | 3,600 | | 03/26/2015 | 03/25/2024 | Common Stock - Voting | 3,600 | \$0 ⁽²⁾ | 2,800 | 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 Common Stock - Voting in accordance with the terms of the Non-Qualified Retirement Savings Plan.
- 2. Option Exercised.

Remarks:

Jason E. Wynn, Attorney-in-fact 11/06/2018

** 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.