

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

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) 10/01/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year) 10/03/2012		

**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	10/01/2012		M		4,744	A	\$37.59	46,442.11	D	
Common Stock - Voting	10/01/2012		F		3,729	D	\$61.57	42,713.11	D	
Common Stock - Voting	10/01/2012		S		1,015	D	\$62.22	41,698.11	D	
Common Stock - Voting	10/01/2012		M		11,906	A	\$29.89	53,604.11	D	
Common Stock - Voting	10/01/2012		F		8,537	D	\$61.57	45,067.11	D	
Common Stock - Voting								1,114.48	I	401(k) Plan
Common Stock - Non Voting	10/01/2012		M		1,581	A	\$37.59	3,660.51	D	
Common Stock - Non Voting	10/01/2012		F		1,244	D	\$61.57	2,416.51	D	
Common Stock - Non Voting	10/01/2012		S		337	D	\$62.22	2,079.51	D	
Common Stock - Non Voting	10/01/2012		M		3,969	A	\$29.89	6,048.51	D	
Common Stock - Non Voting	10/01/2012		F		2,846	D	\$61.57	3,202.51	D	
Common Stock - Non Voting	10/01/2012		S		1,123	D	\$62.22	2,079.51	D	
Common Stock - Non Voting								27.24	I	As custodian for son
Common Stock - Non Voting								27.24	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						Amount or Number of Shares
Option - Right to Buy	\$37.59	10/01/2012		M			4,744	04/02/2009	04/01/2018	Common Stock - Voting	4,744	\$0 <sup>(1)</sup>	0	D	
Option - Right to Buy	\$29.89	10/01/2012		M			11,906	03/25/2010	03/24/2019	Common Stock - Voting	11,906	\$0 <sup>(1)</sup>	11,906	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	Title	Amount or Number of Shares				
Option - Right to Buy	\$37.59	10/01/2012		M			1,581	04/02/2009	04/01/2018	Common Stock - Non Voting	1,581	\$0 <sup>(1)</sup>	0	D	
Option - Right to Buy	\$29.89	10/01/2012		M			3,969	03/25/2010	03/24/2019	Common Stock - Non Voting	3,969	\$0 <sup>(1)</sup>	3,968	D	

**Explanation of Responses:**

1. Option exercised.

**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.

**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.**