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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>PRESTON MARGARET M V</u>			2. Issuer Name and Ticker or Trading Symbol <u>MCCORMICK & CO INC</u> [MKC]		ionship of Reporting Persor all applicable) Director	n(s) to Issuer 10% Owner	
	(First) & COMPANY, INC	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2012		Officer (give title below)	Other (specify below)	
18 LOVETON CIRCLE			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	vidual or Joint/Group Filing (Check Applicable		
(Street)				X	Form filed by One Report	ing Person	
SPARKS	MD	21152			Form filed by More than C Person	One Reporting	
(City)	(State)	(Zip)					

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)	Transaction Code (Instr.		4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock - Voting								10,617	D	
Common Stock - Non Voting								2,367	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(eigi, pais, variatis, options, convertiste securities)											
2.	3. Transaction	3A. Deemed	4.		6. Date Exercisable and	7. Title and Amount		9. Number of	10.	11. Nature of	
Conversion	Date	Execution Date,	Transaction	Derivative	Expiration Date	of Securities	Derivative	derivative	Ownership	Indirect	
or Exercise	(Month/Day/Year)	if any	Code (Instr.	Securities	(Month/Day/Year)	Underlying	Security	Securities	Form:	Beneficial	
Price of		(Month/Day/Year)	8)	Acquired (A)		Derivative Security	(Instr. 5)	Beneficially	Direct (D)	Ownership	
Derivative				or Disposed		(Instr. 3 and 4)		Owned	or Indirect	(Instr. 4)	

Deriv Secu (Instr	ative Conversion ity or Exercise	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number Derivativ Securitie Acquired or Dispo of (D) (In 3, 4 and	re es I (A) sed str.	s (Month/Day/Year) (A) ed tr.		ion Date of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	II. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)			
Phant Stock		04/23/2012		J	v	41.5677		(1)	(1)	Common Stock - Voting	41.5477	\$54.62	8,003.99	Ι	Deferred Compensation Plan	

Explanation of Responses:

1. Dividend Reinvestment

Remarks:

1. Title of

W. Geoffrey Carpenter, Attorney-in-fact

04/30/2012

Date

** Signature of Reporting Person

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.