Stetz Gordon McKenzie JR Form 4 March 30, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Stetz Gordon McKenzie JR

2. Issuer Name and Ticker or Trading Symbol

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

MCCORMICK & CO INC [MKC]

(Check all applicable)

MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON

(Street)

(State)

(First)

CIRCLE

(City)

Common

(Last)

3. Date of Earliest Transaction

(Month/Day/Year) 03/28/2012

_X__ Director 10% Owner _X__ Officer (give title Other (specify

below) Executive Vice President & CFO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

26.95

X Form filed by One Reporting Person Form filed by More than One Reporting

SPARKS, MD 21152

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. Transactic Code (Instr. 8)	4. Securities on Acquired (A) Disposed of (Instr. 3, 4 an (A or Amount (D	(D) ad 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)
Common Stock - Voting						41,698.11	D	
Common Stock - Voting						1,105.54	I	401(k) Plan
Common Stock - Non Voting						2,079.51	D	

As

Edgar Filing: Stetz Gordon McKenzie JR - Form 4

Stock - Non Voting			custodian for son
Common Stock - Non Voting	26.95	I	As custodian for son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options - Right to Buy	\$ 54.24	03/28/2012		A	38,900	<u>(1)</u>	03/27/2022	Common Stock - Voting	38,900

Reporting Owners

Reporting Owner N	Name / Address				
	D	Director	10% Owner	Officer	Other

X

Stetz Gordon McKenzie JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152

Executive Vice President & CFO

Relationships

Signatures

W. Geoffrey Carpenter, 03/30/2012 Attorney-in-Fact

> **Signature of Reporting Person Date

Explanation of Responses:

- 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).

Reporting Owners 2

Edgar Filing: Stetz Gordon McKenzie JR - Form 4

(1) The grants vest fully in 25% increments over a four year period beginning on the first anniversary date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.