

MCCORMICK & CO INC
 Form 4
 November 09, 2015

FORM 4

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

OMB APPROVAL

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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 OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILSON ALAN D

 (Last) (First) (Middle)
**MCCORMICK & COMPANY,
 INCORPORATED, 18 LOVETON
 CIRCLE**

2. Issuer Name and Ticker or Trading Symbol
MCCORMICK & CO INC [MKC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
SPARKS, MD 21152

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock - Voting	10/27/2015		J ⁽¹⁾	V 667.435 A \$ 84.6739	141,953.175	D	
Common Stock - Voting	10/28/2015		J	5,894 D ③	136,059.175	D	
Common Stock - Voting					10,507.8004 ⁽²⁾	I	401(k) Retirement Plan
Common					17,641	I	By 2014

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Stock - Voting									GRAT
Common Stock - Voting						12,359	I		By 2015 GRAT ⁽⁵⁾
Common Stock - Non Voting	10/27/2015		J ⁽¹⁾ V	37.15	A	\$ 84.6739	7,901.327	D	
Common Stock - Non Voting	10/28/2015		J	5,894	A	⁽³⁾	13,795.327	D	
Common Stock - Non Voting	10/28/2015		G V	5,894	D	⁽⁴⁾	7,901.327	D	

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3)			
				Code	V	(A)	(D)				
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock	⁽¹⁾	10/27/2015		J	V	5.074	⁽¹⁾	⁽¹⁾	Common Stock - Voting	5.074	\$ 84

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

WILSON ALAN D
MCCORMICK & COMPANY, INCORPORATED
18 LOVETON CIRCLE
SPARKS, MD 21152

X

Chairman & CEO

Signatures

Jason E. Wynn,
Attorney-in-fact

11/09/2015

__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).
- (1) Dividend Reinvestment
- (2) Number reflects shares held under McCormick's 401(k) plan since the date of the reporting person's last ownership report.
- (3) Exchange of shares of Common Stock - Voting for shares of Common Stock - Non Voting a one for one basis in connection with a gift.
- (4) Shares Gifted; No purchase price required.
- (5) Number reflects shares transferred by the Reporting Person to a grantor retained annuity trust since the date of the Reporting Person's last ownership report.

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.