

WILSON ALAN D  
Form 4  
October 11, 2017

**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

(Street)

SPARKS, MD 21152

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/29/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock - Voting           |                                      |  |                                | (A)<br>or<br>(D)  | 111,375.241<br>(1)  | D  |  |
| Common Stock - Voting           | 09/29/2017                           |  | G                              | V 2,095 D (2)   | 0   | I  | By 2015 GRAT                               |
| Common Stock - Voting           |                                      |  |                                |   | 10,678.8726   | I  | 401(k) Retirement Plan                     |
| Common                          |                                      |  |                                |   | 7,075   | I  | By 2016                                    |

|                                    |  |  |  |           |   |  |                                |
|------------------------------------|--|--|--|-----------|---|--|--------------------------------|
| Stock -<br>Voting                  |  |  |  |           |   |  | GRAT <sup>(3)</sup>            |
| Common<br>Stock -<br>Voting        |  |  |  | 40,000    | I |  | By 2017<br>GRAT <sup>(4)</sup> |
| Common<br>Stock -<br>Non<br>Voting |  |  |  | 5,852.054 | D |  |                                |

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

**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 control number.** SEC 1474 (9-02)

**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 Derivative Security (Instr. 5) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)                        |
| Phantom Stock                              | <sup>(5)</sup>   |                                      |  |                                |   | <sup>(5)</sup>   | <sup>(5)</sup>  | Common Stock - Voting                      | 0                          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WILSON ALAN D<br>MCCORMICK & COMPANY, INCORPORATED<br>18 LOVETON CIRCLE<br>SPARKS, MD 21152 | X             | X         |         |       |

## Signatures

Jason E. Wynn,  
Attorney-in-fact

10/11/2017

\_\_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).  
Number reflects the transfer of 5,339 shares of Common Stock-Voting from the 2015 GRAT to the reporting person, 7,940 shares of  
(1) Common Stock- Voting from the 2016 GRAT to the reporting person and 40,000 shares of Common Stock-Voting from the reporting person to a newly established 2017 GRAT.  
(2) Upon termination of the reporting person's 2015 GRAT, 2,095 shares of Common Stock-Voting were gifted to a trust not controlled by the reporting person.  
(3) Number reflects the transfer of 7,940 shares of Common Stock-Voting from the 2016 GRAT to the reporting person.  
(4) On September 29, 2017, the reporting person established the 2017 GRAT and transferred 40,000 shares of Common Stock-Voting previously reported as directly held.  
(5) 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 Comon Stock - Voting in accordance with the terms of the Deferred Compensation Plan.

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.