

MCCORMICK & CO INC  
 Form 4  
 April 19, 2016

**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 \*  
**FITZPATRICK J MICHAEL**

(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)  
**04/18/2016**

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 Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|------------|-------|
|                                 |                                      |                                                    |                                | Code                                                              | V | Amount |                                                                                               |                                                          |                                   | (A) or (D) | Price |
| Common Stock - Voting           | 04/18/2016                           |                                                    | M                              |                                                                   |   | 3,750  | A                                                                                             | \$ 37.59                                                 | 30,907                            | D          |       |
| Common Stock - Voting           | 04/18/2016                           |                                                    | F                              |                                                                   |   | 1,485  | D                                                                                             | \$ 94.9445                                               | 29,422                            | D          |       |
| Common Stock - Voting           | 04/18/2016                           |                                                    | M                              |                                                                   |   | 3,750  | A                                                                                             | \$ 29.89                                                 | 33,172                            | D          |       |
| Common Stock - Voting           | 04/18/2016                           |                                                    | F                              |                                                                   |   | 1,181  | D                                                                                             | \$                                                       | 31,991                            | D          |       |

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|                           |            |   |       |   |            |         |   |
|---------------------------|------------|---|-------|---|------------|---------|---|
| Stock - Voting            |            |   |       |   |            | 94.9445 |   |
| Common Stock - Voting     | 04/18/2016 | M | 3,750 | A | \$ 38.39   | 35,741  | D |
| Common Stock - Voting     | 04/18/2016 | F | 1,517 | D | \$ 94.9445 | 34,224  | D |
| Common Stock - Non Voting | 04/18/2016 | M | 1,250 | A | \$ 37.59   | 11,597  | D |
| Common Stock - Non Voting | 04/18/2016 | F | 495   | D | \$ 94.9445 | 11,102  | D |
| Common Stock - Non Voting | 04/18/2016 | M | 1,250 | A | \$ 29.89   | 12,352  | D |
| Common Stock - Non Voting | 04/18/2016 | F | 394   | D | \$ 94.9445 | 11,958  | D |
| Common Stock - Non Voting | 04/18/2016 | M | 1,250 | A | \$ 38.39   | 13,208  | D |
| Common Stock - Non Voting | 04/18/2016 | F | 506   | D | \$ 94.9445 | 12,702  | D |

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

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(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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|--------------------------------------------|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------|
|--------------------------------------------|-----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------|

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| Security                     |          |            | Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |           | Date<br>Exercisable | Expiration<br>Date | Title                              | Amount<br>or<br>Number<br>of<br>Shares |
|------------------------------|----------|------------|-----------------------------------------------|-----------|---------------------|--------------------|------------------------------------|----------------------------------------|
|                              |          |            | Code                                          | V (A) (D) |                     |                    |                                    |                                        |
| Phantom<br>Stock             | (1)      |            |                                               |           | (1)                 | (1)                | Common<br>Stock -<br>Voting        | 0                                      |
| Options -<br>Right to<br>Buy | \$ 37.59 | 04/18/2016 | M                                             | 3,750     | 04/02/2009          | 04/01/2018         | Common<br>Stock -<br>Voting        | 3,750                                  |
| Options -<br>Right to<br>Buy | \$ 29.89 | 04/18/2016 | M                                             | 3,750     | 03/25/2010          | 03/24/2019         | Common<br>Stock -<br>Voting        | 3,750                                  |
| Options -<br>Right to<br>Buy | \$ 38.39 | 04/18/2016 | M                                             | 3,750     | 03/31/2011          | 03/30/2020         | Common<br>Stock -<br>Voting        | 3,750                                  |
| Options -<br>Right to<br>Buy | \$ 37.59 | 04/18/2016 | M                                             | 1,250     | 04/02/2009          | 04/01/2018         | Common<br>Stock -<br>Non<br>Voting | 1,250                                  |
| Options -<br>Right to<br>Buy | \$ 29.89 | 04/18/2016 | M                                             | 1,250     | 03/25/2010          | 03/24/2019         | Common<br>Stock -<br>Non<br>Voting | 1,250                                  |
| Options -<br>Right to<br>Buy | \$ 38.39 | 04/18/2016 | M                                             | 1,250     | 03/31/2011          | 03/30/2020         | Common<br>Stock -<br>Non<br>Voting | 1,250                                  |

## Reporting Owners

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

## Signatures

Jason E. Wynn,  
Attorney-in-fact

04/19/2016

\_\_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) 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.
- (2) Option exercised.

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

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