Kurzius Lawrence Erik Form 4 February 15, 2019

#### FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per

response...

January 31,

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Name and Ad Kurzius Lawi	•	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol MCCORMICK & CO INC [MKC]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
MCCORMICK & COMPANY, INCORPORATED, 24 SCHILLING ROAD, SUITE1			(Month/Day/Year) 02/14/2019	_X Director 10% OwnerX Officer (give title Other (specifically) below)  Chairman, President & CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
HUNT VALI	LEY, MD 2	1031	Filed(Month/Day/Year)	Applicable Line) _X_ 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. Transactic Code (Instr. 8)	4. Securitoror Dispos (Instr. 3,	sed of		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	02/14/2019		F	6,715 (1)	D	\$ 128.675	70,452	D			
Common Stock - Voting							12,500	I	IRA		
Common Stock - Voting							6,967.2418	I	401(k) Retirement Plan		

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. Transac Code (Instr. 8	5. actionNumber of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(2)						(2)	(2)	Common Stock - Voting	0	

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kurzius Lawrence Erik MCCORMICK & COMPANY, INCORPORATED 24 SCHILLING ROAD, SUITE1 **HUNT VALLEY, MD 21031** 

X

Chairman, President & CEO

#### **Signatures**

Jason E. Wynn, 02/15/2019 Attorney-in-fact

\*\*Signature of Reporting Person

#### **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) Shares withheld for taxes on the shares previously reported on 1/23/2019 for McCormick's long-term incentive program.
- 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 Common Stock - Voting in accordance with the terms of the Non-Qualified Retirement Savings Plan.

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

Reporting Owners 2

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