

MCCORMICK & CO INC
 Form 4
 July 31, 2012

FORM 4

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

OMB APPROVAL

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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 *
KELLY KENNETH A JR

(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)
07/27/2012

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)
Senior VP & Controller

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	07/27/2012		M			10,000	A	\$ 38.35	44,188.57	D	
Common Stock - Voting	07/27/2012		S			10,000	D	\$ 61.2382	34,188.57	D	
Common Stock - Voting	07/27/2012		M			9,225	A	\$ 32.83	43,413.57	D	
Common Stock - Voting	07/27/2012		S			9,225	D	\$	34,188.57	D	

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Stock - Voting					61.2439		
Common Stock - Voting	07/27/2012	M	7,950	A	\$ 38.28	42,138.57	D
Common Stock - Voting	07/27/2012	S	7,950	D	\$ 61.2393	34,188.57	D
Common Stock - Voting	07/27/2012	M	9,000	A	\$ 37.59	43,188.57	D
Common Stock - Voting	07/27/2012	S	9,000	D	\$ 61.2581	34,188.57	D
Common Stock - Voting	07/27/2012	M	8,776	A	\$ 38.39	42,964.57	D
Common Stock - Voting	07/27/2012	S	8,776	D	\$ 61.234	34,188.57	D
Common Stock - Non Voting	07/27/2012	M	3,075	A	\$ 32.83	16,927.71	D
Common Stock - Non Voting	07/27/2012	S	3,075	D	\$ 61.2475	13,852.71	D
Common Stock - Non Voting	07/27/2012	M	2,650	A	\$ 38.28	16,502.71	D
Common Stock - Non Voting	07/27/2012	S	2,650	D	\$ 61.2341	13,852.71	D
Common Stock - Non Voting	07/27/2012	M	3,000	A	\$ 37.59	16,852.71	D
Common Stock - Non Voting	07/27/2012	S	3,000	D	\$ 61.2339	13,852.71	D

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Common Stock - Non Voting	07/27/2012	M	2,924	A	\$ 38.39	16,776.71	D
Common Stock - Non Voting	07/27/2012	S	2,924	D	\$ 61.2043	13,852.71	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.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to Buy	\$ 38.35	07/27/2012		M	10,000	01/25/2006	01/24/2015	Common Stock - Voting	10,000
Option - Right to Buy	\$ 32.83	07/27/2012		M	9,225	02/28/2007	02/27/2016	Common Stock - Voting	9,225
Option - Right to Buy	\$ 38.28	07/27/2012		M	7,950	03/28/2008	03/27/2017	Common Stock - Voting	7,950
Option - Right to Buy	\$ 37.59	07/27/2012		M	9,000	04/02/2009	04/01/2018	Common Stock - Voting	9,000
Option - Right to Buy	\$ 38.39	07/27/2012		M	8,776	03/31/2011	03/30/2020	Common Stock - Voting	8,776
Option - Right to Buy	\$ 32.83	07/27/2012		M	3,075	02/28/2007	02/27/2016	Common Stock - Non	3,075

