

Stetz Gordon McKenzie JR
 Form 4/A
 October 29, 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 *
 Stetz Gordon McKenzie JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

MCCORMICK & COMPANY,
 INCORPORATED, 18 LOVETON
 CIRCLE

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President & CFO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/03/2012

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

SPARKS, MD 21152

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock - Voting	10/01/2012		M		4,744 A \$ 37.59	46,442.11	D
Common Stock - Voting	10/01/2012		F		3,729 D \$ 61.57	42,713.11	D
Common Stock - Voting	10/01/2012		S		1,015 D \$ 62.22	41,698.11	D
Common Stock - Voting	10/01/2012		M		11,906 A \$	53,604.11	D

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Stock - Voting					29.89			
Common Stock - Voting	10/01/2012	F	8,537	D	\$ 61.57	45,067.11	D	
Common Stock - Voting						1,114.48	I	401(k) Plan
Common Stock - Non Voting	10/01/2012	M	1,581	A	\$ 37.59	3,660.51	D	
Common Stock - Non Voting	10/01/2012	F	1,244	D	\$ 61.57	2,416.51	D	
Common Stock - Non Voting	10/01/2012	S	337	D	\$ 62.22	2,079.51	D	
Common Stock - Non Voting	10/01/2012	M	3,969	A	\$ 29.89	6,048.51	D	
Common Stock - Non Voting	10/01/2012	F	2,846	D	\$ 61.57	3,202.51	D	
Common Stock - Non Voting	10/01/2012	S	1,123	D	\$ 62.22	2,079.51	D	
Common Stock - Non Voting						27.24	I	As custodian for son
Common Stock - Non Voting						27.24	I	As custodian for son

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

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number.

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	\$ 37.59	10/01/2012		M	4,744	04/02/2009 04/01/2018	Common Stock - Voting 4,744
Option - Right to Buy	\$ 29.89	10/01/2012		M	11,906	03/25/2010 03/24/2019	Common Stock - Voting 11,906
Option - Right to Buy	\$ 37.59	10/01/2012		M	1,581	04/02/2009 04/01/2018	Common Stock - Non Voting 1,581
Option - Right to Buy	\$ 29.89	10/01/2012		M	3,969	03/25/2010 03/24/2019	Common Stock - Non Voting 3,969

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stetz Gordon McKenzie JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X		Executive Vice President & CFO	

Signatures

W. Geoffrey Carpenter,
Attorney-in-Fact 10/29/2012

**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) 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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