

MCCORMICK & CO INC
 Form 3
 December 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Schwartz Jeffery D | | (Month/Day/Year) | MCCORMICK & CO INC [MKC] | |
| (Last) | (First) | (Middle) | 12/01/2014 | |
| 18 LOVETON CIRCLE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SPARKS,Â MDÂ 21152 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | V.P., Gen Counsel & Secretary | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock - Voting | 1,126 | D | Â |
| Common Stock - Non Voting | 0 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|---------------------------|-----------------|---------------------------|----------------------------|----------|---------------------------------------|---|
| Options - Right to Buy | 03/31/2011 ⁽¹⁾ | 03/30/2020 | Common Stock - Voting | 1,800 | \$ 38.39 | D | Â |
| Options - Right to Buy | 03/31/2011 ⁽¹⁾ | 03/30/2020 | Common Stock - Non Voting | 600 | \$ 38.39 | D | Â |
| Options - Right to Buy | 03/30/2012 ⁽¹⁾ | 03/29/2021 | Common Stock - Voting | 2,800 | \$ 47.4 | D | Â |
| Options - Right to Buy | 03/28/2013 ⁽¹⁾ | 03/27/2022 | Common Stock - Voting | 3,700 | \$ 54.24 | D | Â |
| Options - Right to Buy | 04/03/2014 ⁽¹⁾ | 04/02/2023 | Common Stock - Voting | 3,600 | \$ 71.6 | D | Â |
| Options - Right to Buy | 03/26/2015 ⁽²⁾ | 03/25/2024 | Common Stock - Voting | 4,000 | \$ 71.1 | D | Â |
| Restricted Stock Units | 03/15/2014 ⁽³⁾ | 03/15/2015 | Common Stock - Voting | 280 | \$ 0 | D | Â |
| Restricted Stock Units | 03/15/2015 ⁽⁴⁾ | 03/15/2017 | Common Stock - Voting | 571 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schwartz Jeffery D 18 LOVETON CIRCLE SPARKS, MD 21152 | Â | Â | Â V.P., Gen Counsel & Secretary | Â |

Signatures

Jason Wynn,
Attorney-in-fact

12/10/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Twenty-five percent (25%) of the option grant becomes exercisable at each of the first four (4) grant anniversaries.

(2) The option grant becomes exercisable in thirds at each of the first three (3) grant anniversaries.

The Reported Restricted Stock Units entitle the reporting person to receive, March 15 of the first and second year following the grant date, a distribution of common stock equal to 50% of the grant. The reported amount reflects the amount that will be received on the second such date. Once vested, the Restricted Stock Units are settled in equal number of shares of Common Stock.

(3) The Reported Restricted Stock Units entitle the reporting person to receive, on March 15 of the first and second year following the grant date, a distribution of common stock equal to 50% of the grant. The reported amount reflects the amount that will be received on the second such date. Once vested, the Restricted Stock Units are settled in equal number of shares of Common Stock.

(4) The Reported Restricted Stock Units entitle the reporting person to receive, on March 15 of the first and second year following the grant date, a distribution of common stock equal to 33.3% of the grant. The remainder Restricted Stock Units will vest on March 15 of the third year following the grant date.

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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