

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZPATRICK J MICHAEL MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE 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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