

Smith Michael R  
Form 3  
October 06, 2011

**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 <b>and</b> Ticker or Trading Symbol	
Â Smith Michael R		(Month/Day/Year)	MCCORMICK & CO INC [MKC]	
(Last)	(First)	(Middle)	09/30/2011	
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
			VP Treasury and	

**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	6,701.138	D	Â
Common Stock - Non Voting	551.5758	I	By wife
Common Stock - Non Voting	4,203.996	D	Â

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

SEC 1473 (7-02)

**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.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Options - Right to Buy	01/22/2003 <sup>(1)</sup>	01/21/2012	Common Stock - Voting	5,000	\$ 21.375	D	Â
Options - Right to Buy	01/28/2004 <sup>(1)</sup>	01/27/2013	Common Stock - Voting	9,150	\$ 22.26	D	Â
Options - Right to Buy	01/28/2004 <sup>(1)</sup>	01/27/2013	Common Stock - Non Voting	3,050	\$ 22.26	D	Â
Options - Right to Buy	01/27/2005 <sup>(1)</sup>	01/26/2014	Common Stock - Voting	9,150	\$ 30.6	D	Â
Options - Right to Buy	01/27/2005 <sup>(1)</sup>	01/26/2014	Common Stock - Non Voting	3,050	\$ 30.6	D	Â
Options - Right to Buy	01/25/2006 <sup>(1)</sup>	01/24/2015	Common Stock - Voting	5,325	\$ 38.35	D	Â
Options - Right to Buy	01/25/2006 <sup>(1)</sup>	01/24/2015	Common Stock - Non Voting	1,775	\$ 38.35	D	Â
Options - Right to Buy	03/25/2010 <sup>(1)</sup>	03/24/2019	Common Stock - Voting	7,725	\$ 29.89	D	Â
Options - Right to Buy	03/25/2010 <sup>(1)</sup>	03/24/2019	Common Stock - Non Voting	2,575	\$ 29.89	D	Â
Options - Right to Buy	03/31/2011 <sup>(1)</sup>	03/30/2020	Common Stock - Voting	6,000	\$ 38.39	D	Â
Options - Right to Buy	03/31/2011 <sup>(1)</sup>	03/30/2020	Common Stock - Non Voting	2,000	\$ 38.39	D	Â
Options - Right to Buy	03/30/2012 <sup>(1)</sup>	03/29/2021	Common Stock -	7,200	\$ 47.4	D	Â

			Voting				
Restricted Stock Units	03/31/2011 <sup>(2)</sup>	03/31/2012	Common Stock - Voting	670	\$ 0	D	Â
Restricted Stock Units	03/31/2011 <sup>(2)</sup>	03/31/2012	Common Stock - Non Voting	223	\$ 0	D	Â
Restricted Stock Units	03/30/2012 <sup>(2)</sup>	03/30/2013	Common Stock - Voting	1,446	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Michael R 18 LOVETON CIRCLE SPARKS, MD 21152	Â	Â	Â VP Treasury and	Â

## Signatures

W. Geoffrey Carpenter,  
Attorney-in-fact

10/06/2011

\*\*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.

The reported Restricted Stock Units entitle the reporting person to receive, on each of the first and second anniversaries of the grant date,

- (2) a distribution of common stock equal to 50% of the grant. Once vested, the Restricted Stock Units are settled in an equal number of shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.