

MCCORMICK & CO INC
 Form 4
 January 24, 2012

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 *
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)
01/20/2012

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(A) or Disposed of (D) Code			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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount				(A) or (D)
Common Stock - Voting	01/20/2012		M		30,000	A \$ 30.6	55,908.57	D	
Common Stock - Voting	01/20/2012		F		22,061	D \$ 51.85	33,847.57	D	
Common Stock - Voting	01/20/2012		M		7,550	A \$ 38.35	41,397.57	D	
Common Stock - Voting	01/20/2012		F		6,329	D \$	35,068.57	D	

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Stock - Voting						51.85	
Common Stock - Non Voting	01/20/2012		M	10,000	A	\$ 30.6	20,131.54 D
Common Stock - Non Voting	01/20/2012		F	7,328	D	\$ 51.85	12,803.54 D
Common Stock - Non Voting	01/20/2012		M	5,850	A	\$ 38.35	18,653.54 D
Common Stock - Non Voting	01/20/2012		F	4,857	D	\$ 51.85	13,796.54 D

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

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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	\$ 30.6	01/20/2012		M	30,000	01/27/2005	01/26/2014	Common Stock - Voting	30,000
Option - Right to Buy	\$ 38.35	01/20/2012		M	7,550	01/25/2006	01/24/2015	Common Stock - Voting	7,550
Option - Right to	\$ 30.6	01/20/2012		M	10,000	01/27/2005	01/26/2014	Common Stock -	10,000

Buy									Non Voting	
Option - Right to Buy	\$ 38.35	01/20/2012	M	5,850	01/25/2006	01/24/2015			Common Stock - Non Voting	5,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY KENNETH A JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			Senior VP & Controller	

Signatures

W. Geoffrey Carpenter, 01/24/2012
 Attorney-in-fact

**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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