

Langmead Charles T  
Form 4  
December 10, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Langmead Charles T

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/07/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President -

MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON CIRCLE

(Street)

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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock - Voting	12/07/2012		M	18,976	A	\$ 37.59	93,886.07 D
Common Stock - Voting	12/07/2012		F	14,668	D	\$ 64.045	79,218.07 D
Common Stock - Voting	12/07/2012		M	35,719	A	\$ 29.89	114,937.07 D
Common Stock - Voting	12/07/2012		F	25,249	D	\$	89,688.07 D

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Stock - Voting					64.045			
Common Stock - Voting	12/07/2012	M	18,562	A	\$ 38.39	108,250.07	D	
Common Stock - Voting	12/07/2012	F	14,476	D	\$ 64.045	93,774.07	D	
Common Stock - Voting						15,859.13	I	401(k) Retirement Plan
Common Stock - Non Voting	12/07/2012	M	6,324	A	\$ 37.59	7,660	D	
Common Stock - Non Voting	12/07/2012	F	4,889	D	\$ 64.045	2,771	D	
Common Stock - Non Voting	12/07/2012	M	11,907	A	\$ 29.89	14,678	D	
Common Stock - Non Voting	12/07/2012	F	8,418	D	\$ 64.045	6,260	D	
Common Stock - Non Voting	12/07/2012	M	6,188	A	\$ 38.39	12,448	D	
Common Stock - Non Voting	12/07/2012	F	4,827	D	\$ 64.045	7,621	D	

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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
Phantom Stock	(2)							(2)	(2)	Common Stock - Voting	0
Option - Right to Buy	\$ 37.59	12/07/2012		M		18,976		04/02/2009	04/01/2018	Common Stock - Voting	18,976
Option - Right to Buy	\$ 29.89	12/07/2012		M		35,719		03/25/2010	03/24/2019	Common Stock - Voting	35,719
Option - Right to Buy	\$ 38.39	12/07/2012		M		18,562		03/31/2011	03/30/2020	Common Stock - Voting	18,562
Option - Right to Buy	\$ 37.59	12/07/2012		M		6,324		04/02/2009	04/01/2018	Common Stock - Non Voting	6,324
Option - Right to Buy	\$ 29.89	12/07/2012		M		11,907		03/25/2010	03/24/2019	Common Stock - Non Voting	11,907
Option - Right to Buy	\$ 38.39	12/07/2012		M		6,188		03/31/2011	03/30/2020	Common Stock - Non Voting	6,188

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Langmead Charles T MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			President -	

## Signatures

Jason E. Wynn,  
Attorney-in-fact

12/10/2012

\_\_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.

(2) 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 Common Stock - Voting in accordance with the terms of the Deferred Compensation Plan.

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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