

MCCORMICK & CO INC
 Form 4
 April 19, 2016

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

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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: Indirect Beneficial 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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SEC 1474
(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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