

Carpenter William Geoffrey
 Form 4
 May 15, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Carpenter William Geoffrey

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)

MCCORMICK & COMPANY,
 INCORPORATED, 18 LOVETON
 CIRCLE

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/13/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P., General Counsel & Sec.

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock - Voting | | | | | 40,444.037 | D | | | |
| Common Stock - Voting | 05/15/2013 | | I | 2,478.63 | D | (3) | 0 | I | 401(k) Retirement Plan |
| Common Stock - Voting | 05/13/2013 | | J | 17,000 | D | (1) | 256.284 | I | Trust |
| Common Stock - Voting | 05/13/2013 | | J | 17,000 | A | (1) | 17,000 | I | Trust |

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Stock -
Non
Voting

Common

| | | | | | | | | |
|--------------------------|------------|---|--------|---|----------------------------|-------|---|-------|
| Stock - Non Voting | 05/13/2013 | S | 15,336 | D | \$ 73.829 <u>(2)</u> | 1,664 | I | Trust |
|--------------------------|------------|---|--------|---|----------------------------|-------|---|-------|

Common

| | | | | | | | | |
|--------------------------|--|--|--|--|--|-------|---|--|
| Stock - Non Voting | | | | | | 0.447 | D | |
|--------------------------|--|--|--|--|--|-------|---|--|

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

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.

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|--|--|--|--|--|------------------|-----------------|-------|----------------------------|
|--|--|--|--|--|--|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carpenter William Geoffrey MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152 | | | V.P., General Counsel & Sec. | |

Signatures

Jason E. Wynn,
Attorney-in-Fact

05/15/2013

__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) Exchange of shares of Common Stock for shares of Common Stock - Non Voting on a one for one basis.
 - (2) Price shown is a weighted average price. Sale price was between \$73.80 to \$73.84. Additional information on the individual sale prices will be provided to the SEC or any shareholder upon request.
 - (3) Intra-plan transfer.

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.