

MCCORMICK & CO INC
 Form 4
 April 12, 2017

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 *
WILSON ALAN D

(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)
04/12/2017

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock - Voting	04/12/2017		M	56,456	A	\$ 29.89	194,552.241 D
Common Stock - Voting	04/12/2017		S	56,456	D	\$ 99.8319	138,096.241 D
Common Stock - Voting	04/12/2017		M	75,800	A	\$ 38.39	213,896.241 D
Common Stock - Voting	04/12/2017		S	75,800	D	\$	138,096.241 D

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Stock - Voting						99,8331		
Common Stock - Voting						10,678.8726	I	401(k) Retirement Plan
Common Stock - Voting						7,434	I	By 2015 GRAT
Common Stock - Voting						15,015	I	By 2016 GRAT
Common Stock - Non Voting	04/12/2017		M	75,275	A	\$ 29.89	81,127.054	D
Common Stock - Non Voting	04/12/2017		S	75,275	D	\$ 99.8324	5,852.054	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
Phantom Stock	(1)					(1)	(1)	Common Stock - Voting	0
Options - Right to Buy	\$ 29.89	04/12/2017		M	56,456	03/25/2010	03/24/2019	Common Stock - Voting	56,456
	\$ 38.39	04/12/2017		M	75,800	03/31/2011	03/30/2020		75,800

Options -									Common
Right to									Stock -
Buy									Voting
Options -									Common
Right to	\$ 29.89	04/12/2017	M	75,275	03/25/2010	03/24/2019			Stock -
Buy									Non Voting
									75,275

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON ALAN D MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X	X		

Signatures

Jeffery D. Schwartz,
 Attorney-in-fact

04/12/2017

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

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