

MCCORMICK & CO INC  
 Form 4  
 April 01, 2015

**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 \*  
**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)  
**03/31/2015**

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	03/31/2015		M		2,500	A	\$ 34.82 25,670 D
Common Stock - Voting	03/31/2015		F		1,123	D	\$ 77.57 24,547 D
Common Stock - Voting	03/31/2015		M		2,500	A	\$ 38.28 27,047 D
Common Stock - Voting	03/31/2015		F		1,234	D	\$ 25,813 D

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Stock - Voting						77.57		
Common Stock - Non Voting	03/31/2015	M	2,500	A	\$ 34.82	10,204		D
Common Stock - Non Voting	03/31/2015	F	1,123	D	\$ 77.57	9,081		D
Common Stock - Non Voting	03/31/2015	M	2,500	A	\$ 38.28	11,581		D
Common Stock - Non Voting	03/31/2015	F	1,234	D	\$ 77.57	10,347		D

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

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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. Amount or Number of Shares
Phantom Stock	(1)					(1) (1)	Common Stock - Voting	0
Options - Right to Buy	\$ 34.82	03/31/2015		M	2,500	03/22/2007 03/21/2016	Common Stock - Voting	2,500
Options - Right to Buy	\$ 38.28	03/31/2015		M	2,500	03/28/2008 03/27/2017	Common Stock - Voting	2,500
	\$ 34.82	03/31/2015		M	2,500	03/22/2007 03/21/2016		2,500

