Stetz Gordon McKenzie JR Form 4 February 01, 2012

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

Form 4 or Form 5

SECURITIES

Estimated average burden hours per

obligations may continue. See Instruction

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

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2005

1(b).

Voting Common

01/30/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * Stetz Gordon McKenzie JR			uer Name and l ORMICK &				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (First	(Month NY, 01/19/	of Earliest To /Day/Year) /2012	ransaction			(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Executive Vice President & CFO			
SPARKS, N	(Street) MD 21152		mendment, Da Ionth/Day/Year	_	al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non-I	Derivative	Secu	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Pate, if Transaction(A) or Disposed of (D) Code (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)	
Common Stock - Voting	01/27/2012		Code V	Amount 1,200	(D)	Price (1)	39,600.11	D		
Common Stock - Voting	01/30/2012		M	7,906	A	\$ 29.89	47,506.11	D		
Common Stock -	01/30/2012		F	5,808	D	\$ 50.53	41,698.11	D		

M

4,000

50.53

45,698.11

D

\$

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Stock - Voting						29.89			
Common Stock - Voting	01/30/2012	F		2,939	D	\$ 50.53	42,759.11	D	
Common Stock - Voting							1,105.54 (2)	I	401(k) Plan
Common Stock - Non Voting	01/27/2012	J		1,200	A	<u>(1)</u>	3,279.51	D	
Common Stock - Non Voting	01/27/2012	G	V	1,200	D	(3)	2,079.51	D	
Common Stock - Non Voting	01/30/2012	M		7,938	A	\$ 29.89	10,017.51	D	
Common Stock - Non Voting	01/30/2012	F		5,890	D	\$ 50.53	4,127.51	D	
Common Stock - Non Voting	01/19/2012	J <u>(4)</u>	V	0.162	A	\$ 51.26	26.95	I	As custodian for son
Common Stock - Non Voting	01/19/2012	J <u>(4)</u>	V	0.162	A	\$ 51.26	26.95	I	As custodian for son

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		3. Transaction Date (Month/Day/Year)				6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(I
	Derivative				(A) or			

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	Security				Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to Buy	\$ 29.89	01/30/2012	M			7,906	03/25/2010	03/24/2019	Common Stock - Voting	7,906
Option - Right to Buy	\$ 29.89	01/30/2012	M			4,000	03/25/2010	03/24/2019	Common Stock - Voting	4,000
Option - Right to Buy	\$ 29.89	01/30/2012	M			7,938	03/25/2010	03/24/2019	Common Stock - Non Voting	7,938

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Stetz Gordon McKenzie JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152

Executive Vice President & CFO

Signatures

W. Geoffrey Carpenter, Attorney-in-Fact

**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 Voting for shares of Common Stock Non Voting on a one for one basis in connection with gift.
- (2) Number reflects shares held under McCormick's 401(k) plan since the date of the reporting person's last ownership report.
- (3) Shares gifted; No purchase price required.
- (4) Dividend Reinvestment.
- (5) Option exercised.

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