

Stetz Gordon McKenzie JR  
 Form 4  
 July 07, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Stetz Gordon McKenzie JR

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)  
 07/05/2011

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President & CFO

(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)
			Code	V Amount (D) Price			
Common Stock - Voting	07/05/2011		J	1,200 D \$ 39,856.11		D	
Common Stock - Voting	07/05/2011		M	1,387 A \$ 38.28 41,243.11		D	
Common Stock - Voting	07/05/2011		F	1,183 D \$ 49.485 40,060.11		D	
Common Stock - Voting	07/05/2011		M	4,744 A \$ 37.59 44,804.11		D	

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Stock - Voting								
Common Stock - Voting	07/05/2011	F	4,004	D	\$ 49.485	40,800.11	D	
Common Stock - Voting						1,085.675	I	401(k) Plan
Common Stock - Non Voting	07/05/2011	J	1,200	A	Ⓐ	1,200.51	D	
Common Stock - Non Voting	07/05/2011	G	V 1,200	D	Ⓐ	0.51	D	
Common Stock - Non Voting	07/05/2011	M	4,100	A	\$ 38.35	4,100.51	D	
Common Stock - Non Voting	07/05/2011	F	3,501	D	\$ 49.485	599.51	D	
Common Stock - Non Voting	07/05/2011	M	2,150	A	\$ 32.83	2,749.51	D	
Common Stock - Non Voting	07/05/2011	F	1,681	D	\$ 49.485	1,068.51	D	
Common Stock - Non Voting	07/05/2011	M	1,850	A	\$ 38.28	2,918.51	D	
Common Stock - Non Voting	07/05/2011	F	1,579	D	\$ 49.485	1,339.51	D	
Common Stock - Non Voting	07/05/2011	M	4,743	A	\$ 37.59	6,082.51	D	
	07/05/2011	F	4,003	D		2,079.51	D	

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Common Stock - Non Voting	\$ 49.485			
Common Stock - Non Voting	26.49	I	As custodian for son	
Common Stock - Non Voting	26.49	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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(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
Option - Right to Buy	\$ 38.28	07/05/2011		M	1,387	03/28/2008 03/27/2017	Common Stock - Voting	1,387
Option - Right to Buy	\$ 37.59	07/05/2011		M	4,744	04/02/2009 04/01/2018	Common Stock - Voting	4,744
Option - Right to Buy	\$ 38.35	07/05/2011		M	4,100	01/25/2006 01/24/2015	Common Stock - Non Voting	4,100
Option - Right to Buy	\$ 32.83	07/05/2011		M	2,150	02/28/2007 02/27/2016	Common Stock - Non	2,150

								Voting	
Option - Right to Buy	\$ 38.28	07/05/2011	M	1,850	03/28/2008	03/27/2017		Common Stock - Non Voting	1,850
Option - Right to Buy	\$ 37.59	07/05/2011	M	4,743	04/02/2009	04/01/2018		Common Stock - Non Voting	4,743

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

07/07/2011

\*\*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.
- (2) Shares being gifted; no disposition price required.
- (3) 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. 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.