

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
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REPORTING OWNER

HRABOWSKI FREEMAN A III

CIK: **1050738**

Type: **4** | Act: **34** | File No.: **001-14920** | Film No.: **13701055**

Mailing Address
C/O BALTIMORE GAS AND
ELECTRIC COMPANY
P.O. BOX 1475
BALTIMORE MD 21203

ISSUER

MCCORMICK & CO INC

CIK: **63754** | IRS No.: **520408290** | State of Incorporation: **MD** | Fiscal Year End: **1130**
SIC: **2090** Miscellaneous food preparations & kindred products

Mailing Address
18 LOVETON CIRCLE
P O BOX 6000
SPARKS MD 21152

Business Address
18 LOVETON CIRCLE
P O BOX 6000
SPARKS MD 21152
4107717301

FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person HRABOWSKI FREEMAN A III			2. Issuer Name and Ticker or Trading Symbol MCCORMICK & CO INC [MKC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013					
MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON CIRCLE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) 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	(A) or (D)	Price			
Common Stock - Voting	03/15/2013		M		1,660 ⁽³⁾	A	(2)	29,775.753	D	
Common Stock - Non-Voting								18,600.207	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Phantom Stock	(1)	03/15/2013		A		60.0707		(1)	(1)	Common Stock - Voting	60.0707	\$70.75	10,215.8018	I	Deferred Compensation Plan
Restricted Stock Units	(2)	03/15/2013		M		1,660		(4)	(4)	Common Stock - Voting	1,660	(5)	0	D	

Explanation of Responses:

- 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.
- Restricted Stock Units vested; no purchase price required.

3. Subject to deferred receipt.
4. The reported Restricted Stock Unit entitles the reporting person to receive an annual distribution of common stock equal to 100% of the grant.
5. Restricted Stock Units granted on March 28, 2012.

Signatures

Jason E. Wynn, Attorney-in-fact
** Signature of Reporting Person

03/19/2013
Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.