

MCCORMICK & CO INC
 Form 4
 June 01, 2016

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 *
 Swift Malcolm
 (Last) (First) (Middle)
 MCCORMICK & COMPANY,
 INCORPORATED, 18 LOVETON
 CIRCLE

2. Issuer Name and Ticker or Trading Symbol
 MCCORMICK & CO INC [MKC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

MCCORMICK & COMPANY,
 INCORPORATED, 18 LOVETON
 CIRCLE
 (Street)
 SPARKS, MD 21152
 (City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/28/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President Global Industrial &

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock - Voting	05/28/2016		M	5,000	A	\$ 9,072.884	D
Common Stock - Voting	05/28/2016		F	2,350	D	\$ 97.66	D
Common Stock - Non Voting						262.07	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)	8. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	<u>(1)</u>	05/28/2016		M	5,000	<u>(2)</u>	<u>(2)</u>	Common Stock - Voting	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swift Malcolm MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			President Global Industrial &	

Signatures

Jason E. Wynn,
Attorney-in-Fact

06/01/2016

__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) Restricted Stock Units; no purchase price required.
- (2) The RSU's will vest over a period of years as follows: 5,000 of such RSU's will vest on each of May 28, 2016, May 28, 2017, and May 28, 2018; and 10,000 of such RSU's will vest on each of May 28, 2019 and May 28, 2020.
- (3) Restricted Stock Units granted on May 28, 2014.

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.