

Langmead Charles T
Form 4
December 10, 2012

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 *
Langmead Charles T

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President -

MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON CIRCLE

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock - Voting	12/07/2012		M		18,976 A \$ 37.59	93,886.07	D
Common Stock - Voting	12/07/2012		F		14,668 D \$ 64.045	79,218.07	D
Common Stock - Voting	12/07/2012		M		35,719 A \$ 29.89	114,937.07	D
Common Stock - Voting	12/07/2012		F		25,249 D \$	89,688.07	D

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Stock - Voting					64.045			
Common Stock - Voting	12/07/2012	M	18,562	A	\$ 38.39	108,250.07	D	
Common Stock - Voting	12/07/2012	F	14,476	D	\$ 64.045	93,774.07	D	
Common Stock - Voting						15,859.13	I	401(k) Retirement Plan
Common Stock - Non Voting	12/07/2012	M	6,324	A	\$ 37.59	7,660	D	
Common Stock - Non Voting	12/07/2012	F	4,889	D	\$ 64.045	2,771	D	
Common Stock - Non Voting	12/07/2012	M	11,907	A	\$ 29.89	14,678	D	
Common Stock - Non Voting	12/07/2012	F	8,418	D	\$ 64.045	6,260	D	
Common Stock - Non Voting	12/07/2012	M	6,188	A	\$ 38.39	12,448	D	
Common Stock - Non Voting	12/07/2012	F	4,827	D	\$ 64.045	7,621	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)

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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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(2)					(2)	(2)	Common Stock - Voting	0
Option - Right to Buy	\$ 37.59	12/07/2012		M	18,976	04/02/2009	04/01/2018	Common Stock - Voting	18,976
Option - Right to Buy	\$ 29.89	12/07/2012		M	35,719	03/25/2010	03/24/2019	Common Stock - Voting	35,719
Option - Right to Buy	\$ 38.39	12/07/2012		M	18,562	03/31/2011	03/30/2020	Common Stock - Voting	18,562
Option - Right to Buy	\$ 37.59	12/07/2012		M	6,324	04/02/2009	04/01/2018	Common Stock - Non Voting	6,324
Option - Right to Buy	\$ 29.89	12/07/2012		M	11,907	03/25/2010	03/24/2019	Common Stock - Non Voting	11,907
Option - Right to Buy	\$ 38.39	12/07/2012		M	6,188	03/31/2011	03/30/2020	Common Stock - Non Voting	6,188

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Langmead Charles T MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			President -	

Signatures

Jason E. Wynn,
Attorney-in-fact

12/10/2012

__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) Option exercised.

(2) 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.

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

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