

WILSON ALAN D
Form 4/A
October 29, 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 *
WILSON ALAN D

(Last) (First) (Middle)

MCCORMICK & COMPANY,
INCORPORATED, 18 LOVETON
CIRCLE

(Street)

SPARKS, MD 21152

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
08/01/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock - Voting	07/31/2012		M		39,676	A	\$ 38.28
Common Stock - Voting	07/31/2012		F		31,489	D	\$ 61.125
Common Stock - Voting	07/31/2012		M		76,350	A	\$ 37.59
Common Stock - Voting	07/31/2012		F		60,118	D	\$ 116,956.551

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Stock - Voting						61.125		
Common Stock - Voting	07/31/2012	M	169,369	A	\$ 29.89	286,325.551	D	
Common Stock - Voting	07/31/2012	F	121,579	D	\$ 61.125	164,746.551	D	
Common Stock - Voting						9,909.17	I	401(k) Retirement Plan
Common Stock - Non Voting	07/31/2012	M	13,224	A	\$ 38.28	20,620.66	D	
Common Stock - Non Voting	07/31/2012	F	10,496	D	\$ 61.125	10,124.66	D	
Common Stock - Non Voting	07/31/2012	M	25,450	A	\$ 37.59	35,574.66	D	
Common Stock - Non Voting	07/31/2012	F	20,040	D	\$ 61.125	15,534.66	D	
Common Stock - Non Voting	07/31/2012	S	8,138	D	\$ 61.17	7,396.66	D	

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

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 control number.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock			<u>(2)</u>				Common Stock - Voting	0
Option - Right to Buy			\$ 38.28		07/31/2012		Common Stock - Voting	39,676
Option - Right to Buy			\$ 37.59		07/31/2012		Common Stock - Voting	76,350
Option - Right to Buy			\$ 29.89		07/31/2012		Common Stock - Voting	169,369
Option - Right to Buy			\$ 38.28		07/31/2012		Common Stock - Non Voting	13,224
Option - Right to Buy			\$ 37.59		07/31/2012		Common Stock - Non Voting	25,450

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON ALAN D MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X		Chairman, President & CEO	

Signatures

W. Geoffrey Carpenter,
Attorney-in-fact

10/29/2012

__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.

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