Smith Michael R Form 4 July 24, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Smith Michael R

1. Name and Address of Reporting Person *

See Instruction

			•	CCORMICK	& CO INC	[MK	C]	(Check all applicable)			
(Last) (First) (Middle) MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON CIRCLE				Date of Earliest Ionth/Day/Year) I/09/2017				Director 10% Owner Y Officer (give title Other (specify below)			
(Street) SPARKS, MD 21152				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially									
	1.Title of Security (Instr. 3) Common Stock - Voting	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Yo	Code	4. Securities Approx Disposed of (Instr. 3, 4 and Amount	f (D)	red (A) Price	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)	
	Common Stock - Non Voting	05/09/2017		G V	25	D	(1)	3,503.874	D		
	Common Stock - Voting	07/20/2017		I	2,159.594	A	\$ 92.61	2,159.594 (2)	I	401(k) Retirement Plan	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio		rNumber	Expiration Date		Amount of	Derivative	
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) Derivativ			Securities	(Instr. 5)		
	Derivative				Securities			(Instr.	. 3 and 4)		
	Security					Acquired					
	·					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						i, una 5)					
										Amount	
								Expiration	Title	or	
								•		Number	
								Date		of	
				Code	V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Smith Michael R MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152

Executive VP & CFO

Signatures

Jason E. Wynn, Attorney-in-Fact

**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) Shares Gifted; No purchase price required.
- (2) Shares acquired under McCormick's 401(k) Plan.

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.

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