

Kurzius Lawrence Erik
 Form 4
 March 19, 2019

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 *
 Kurzius Lawrence Erik

(Last) (First) (Middle)

MCCORMICK & COMPANY,
 INCORPORATED, 24 SCHILLING
 ROAD, SUITE1

(Street)

HUNT VALLEY, MD 21031

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/15/2019

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

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock - Voting | 03/15/2019 | | M | 286 ⁽¹⁾ | A | <u>(2)</u> | 70,738 | D |
| Common Stock - Voting | 03/15/2019 | | M | 4,250 | A | <u>(2)</u> | 74,988 | D |
| Common Stock - Voting | 03/15/2019 | | F | 1,938 | D | \$ 139.34 | 73,188 ⁽³⁾ | D |
| Common | | | | | | | 12,500 | I |
| | | | | | | | | IRA |

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Stock -
Voting

Common
Stock -
Voting

6,967.2418 I

401(k)
Retirement
Plan

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)

| 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 (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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | (4) | | | | | (4) | (4) | Common Stock - Voting | 0 |
| Restricted Stock Units | (2) | 03/15/2019 | | M | 286 | (5) | (5) | Common Stock - Voting | 286 |
| Restricted Stock Units | (2) | 03/15/2019 | | M | 4,250 | (7) | (7) | Common Stock - Voting | 4,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kurzius Lawrence Erik MCCORMICK & COMPANY, INCORPORATED 24 SCHILLING ROAD, SUITE1 HUNT VALLEY, MD 21031 | X | | Chairman, President & CEO | |

Signatures

Jason E. Wynn,
Attorney-in-fact

03/19/2019

__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) Subject to deferred receipt.
 - (2) Restricted Stock Units; no purchase price required.
 - (3) Number reflects an upward adjustment of 138 shares that were previously reported on the Reporting Person's Form 4 as a disposition; which transaction did not in fact occur.
 - (4) 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 Non-Qualified Retirement Savings Plan.
 - (5) The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2018, March 15, 2019 and March 15, 2020 but are subject to deferred delivery based on certain termination of service events.
 - (6) Restricted Stock Units granted on March 29, 2017.
 - (7) The Restricted Stock Units vest in thirds over a three year period beginning March 15, 2019, March 15, 2020 and March 15, 2021.
 - (8) Restricted Stock Units granted on March 28, 2018.

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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