

Manzone Lisa  
 Form 4/A  
 December 13, 2018

**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 \*  
 Manzone Lisa

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)

MCCORMICK & COMPANY,  
 INCORPORATED, 24 SCHILLING  
 ROAD, SUITE 1

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/15/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP Global Human Relations

(Street)

HUNT VALLEY, MD 21031

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/19/2018

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 (D) Price			
Common Stock - Voting	03/15/2018		M	437 <sup>(1)</sup> A <sub>(2)</sub>	5,065 <sub>(3)</sub>	D	
Common Stock - Non Voting					868	D	

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

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SEC 1474 (9-02)

number.

**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. Price of Derivative Security (Instr. 3)
Phantom Stock	(4)					(4) (4)	Common Stock - Voting	0
Restricted Stock Units	(2)	03/15/2018		M	437	(5) (5)	Common Stock - Voting	437 \$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manzone Lisa MCCORMICK & COMPANY, INCORPORATED 24 SCHILLING ROAD, SUITE 1 HUNT VALLEY, MD 21031			Sr. VP Global Human Relations	

## Signatures

Jason E. Wynn,  
Attorney-in-fact

12/13/2018

\*\*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) This amendment amends the Form 4 filed by the reporting person on March 19, 2018. The original Form 4 incorrectly reported a disposition of 145 shares, which transaction did not in fact occur.
- (4)

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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.

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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