

MCCORMICK & CO INC  
Form SC 13D/A  
February 17, 2016

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

McCORMICK & COMPANY, INCORPORATED

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

579780206

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(CUSIP Number)

Jeffery D. Schwartz  
c/o McCormick & Company, Incorporated  
18 Loveton Circle  
Sparks, Maryland 21152  
(410) 771-7301

with a copy to:

Alan L. Dye  
C. Alex Bahn  
Hogan Lovells US LLP  
555 13th Street, NW  
Washington, DC 20004  
202-637-5600

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 31, 2016

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 579780206 SCHEDULE 13D

1 NAMES OF  
REPORTING  
PERSONS

Alan D. Wilson

2 CHECK THE  
APPROPRIATE BOX IF (a)  
A MEMBER OF A  
GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
(See Instructions)

PF/OO

5 CHECK IF  
DISCLOSURE OF  
LEGAL  
PROCEEDINGS IS  
REQUIRED  
PURSUANT TO ITEMS  
2(d) OR 2(e)

6 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

United States of  
America

7 SOLE  
VOTING  
POWER \*

1,135,121

8 NUMBER OF  
SHARES  
BENEFICIALLY

-0-

OWNED BY  
EACH  
REPORTING  
PERSON WITH

9

SOLE  
DISPOSITIVE  
POWER \*

1,135,121

SHARED  
10 DISPOSITIVE  
POWER \*

-0-

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

1,135,121

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN ROW (11)  
EXCLUDES CERTAIN  
SHARES (SEE  
INSTRUCTIONS)

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
\*

9.0%

14 TYPE OF  
REPORTING PERSON  
(See Instructions)

IN

\* See Item 5.

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Explanatory Note

This Amendment No. 2 (the "Amendment") amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission (the "Commission") on March 21, 2014, by Alan D. Wilson (the "Reporting Person"), as amended by that certain Amendment No. 1 filed with the Commission on February 18, 2015 (the "Schedule 13D"). Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to such terms in the Schedule 13D. Except as otherwise provided herein, each Item of the Schedule 13D remains unchanged.

Item 2. Identity and Background

Item 2(c) of the Schedule 13D is restated as follows:

(c) The Reporting Person's present principal occupation is Executive Chairman of the Board of the Issuer.

Item 5. Interest in Securities of the Issuer

Items 5(a), (b) and (c) of the Schedule 13D are restated as follows:

(a) As of the date hereof, the Reporting Person beneficially owns, in aggregate, 1,135,121 shares of Common Stock, representing 9.0% of the Issuer's outstanding shares, which includes 915,235 shares of Common Stock that may be acquired within 60 days of the date hereof pursuant to the exercise of stock options.

(b) Number of shares to which such person has:

(i) Sole power to vote or direct the vote: 1,135,121

(ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the disposition: 1,135,121

(iv) Shared power to dispose or direct the disposition: -0-

(c) The Reporting Person has effected no transactions in the Common Stock of the Issuer within the past sixty days except as follows: On February 9, 2016, the Reporting Person acquired 5,561 shares of Common Stock as compensation in connection with the settlement of the Issuer's Long-Term Performance Plan ("LTTP") for the performance period beginning December 1, 2012 and ending November 30, 2015 and simultaneously disposed of 2,812 shares of Common Stock to the Issuer in connection with tax withholding associated with settlement of the LTTP.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2016

Alan D. Wilson

By: /s/ Alan D. Wilson