

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>LAWLESS ROBERT J</u>  (Last) (First) (Middle) <u>MCCORMICK &amp; COMPANY, INCORPORATED</u> <u>18 LOVETON CIRCLE</u>  (Street) <u>SPARKS MD 21152</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MCCORMICK &amp; CO INC [ MKC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/06/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	04/06/2004		J <sup>(1)</sup>		20,972	D	(1)	137,652.868	D	
Common Stock - Voting	04/06/2004		J <sup>(1)</sup>		18,330	D	(1)	119,322.868	D	
Common Stock - Voting	04/06/2004		M		125,700	A	\$16.625	245,022.868	D	
Common Stock - Voting	04/06/2004		F		62,916	D	\$33.215	182,106.838	D	
Common Stock - Voting	04/06/2004		S		21,409	D	\$33.215	160,697.868	D	
Common Stock - Voting	04/06/2004		M		125,700	A	\$14.5313	286,397.868	D	
Common Stock - Voting	04/06/2004		F		54,993	D	\$33.215	231,404.868	D	
Common Stock - Voting	04/06/2004		S		24,111	D	\$33.215	207,293.868	D	
Common Stock - Voting								16,628.361 <sup>(2)</sup>	I	McCormick Profit Sharing Plan
Common Stock - Non-Voting	04/06/2004		J <sup>(1)</sup>		20,972	A	(1)	26,337.201	D	
Common Stock - Non-Voting	04/06/2004		J <sup>(1)</sup>		18,330	A	(1)	44,667.201	D	
Common Stock - Non-Voting	04/06/2004		M		41,900	A	\$14.5313	86,567.201	D	
Common Stock - Non-Voting	04/06/2004		F		20,972	D	\$33.215	65,595.201	D	
Common Stock - Non-Voting	04/06/2004		S		7,136	D	\$33.215	58,459.201	D	
Common Stock - Non-Voting	04/06/2004		M		41,900	A	\$16.625	100,359.201	D	
Common Stock - Non-Voting	04/06/2004		F		18,330	D	\$33.215	82,029.201	D	
Common Stock - Non-Voting	04/06/2004		S		8,037	D	\$33.215	73,992.201	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option - Right to Buy	\$16.625	04/06/2004		M		125,700		03/18/1999	03/17/2008	Common Stock - Voting	125,700	(3)	0	D	
Option - Right to Buy	\$14.5313	04/06/2004		M		125,700		03/17/2000	03/16/2009	Common Stock - Voting	125,700	(3)	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option - Right to Buy	\$16.625	04/06/2004		M			41,900	03/18/1999	03/17/2008	Common Stock - Non-Voting	41,900	(3)	0	D	
Option - Right to Buy	\$14.5313	04/06/2004		M			41,900	03/17/2000	03/16/2009	Common Stock - Non-Voting	41,900	(3)	0	D	

**Explanation of Responses:**

- Share for share conversion.
- Shares held in the McCormick Profit Sharing Plan as of November 30, 2003. The reporting person owns units in the McCormick Stock Fund in the Profit Sharing Plan and the number of shares required as beneficially owned is based on the reporting person's pro rata interest in the asset value of the McCormick Stock Fund on the date indicated.
- Option exercised.

**Remarks:**

W. Geoffrey Carpenter,  
Attorney-in-Fact 04/07/2004

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**