FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-02								

OMB Number: 3235-0287
Expires: December 31,

Estimated average burden hours per response: 0.5

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

t to

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

															1-				
1. Name and Address of Reporting Person* FITZPATRICK J MICHAEL						2. Issuer Name and Ticker or Trading Symbol MCCORMICK & CO INC [MKC]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
FITZPATRICK J MICHAEL					[X Dire		10% Owner		wner		
(Last)	(First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 05/20/2003								Officer (give title below)				Other (specify below)	
(Chach					4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)														X Form filed by One Reporting Person					
(City)	(St	(State) (Zip)												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/Ye				Execution Date,		Code (In		action				Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr.			
								Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				4)		
Common Stock - Voting 05/20/2003					03	3			A ⁽¹⁾		58.5937	A	25.6	2,184.951 ⁽²⁾		I		Deferred Compensation Plan	
		Та	ıble I								posed of, convertib					,			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu if any			4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate Exe iration I nth/Day		7. Title and Amount of Securities Underlying Derivative Security (Instr. 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 Exe	e rcisable	Expiration Date	Title	Amount or Number of Shares						

Explanation of Responses:

- 1. Grant from issuer exempt pursuant to Rule 16(b)-3(d).
- 2. Reporting Person also owns 1,023 shares of Common Stock Voting Directly.

W. Geoffrey Carpenter,
Attorney-in-fact

05/22/2003

** Signature of Reporting Person Date

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

- * 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.