

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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. Name and Address of Reporting Person* <u>Carpenter William Geoffrey</u> <hr/> (Last) (First) (Middle) <u>18 LOVETON CIRCLE</u> <hr/> (Street) <u>SPARKS MD 21152</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/01/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>MCCORMICK & CO INC [MKC]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>V.P., General Counsel</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock - Voting	24,485.63	D	
Common Stock - Voting	2,119.9888 ⁽¹⁾	I	401(k) Retirement Plan
Common Stock - Non Voting	6,458.59	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Options - Right to Buy	01/22/2003 ⁽²⁾	01/21/2012 ⁽²⁾	Common Stock - Voting	8,250	21.38	D
Options - Right to Buy	01/28/2004 ⁽²⁾	01/27/2013 ⁽²⁾	Common Stock - Voting	11,700	22.26	D
Options - Right to Buy	01/27/2005 ⁽²⁾	01/26/2014 ⁽²⁾	Common Stock - Voting	11,700	30.6	D
Options - Right to Buy	01/25/2006 ⁽²⁾	01/24/2015 ⁽²⁾	Common Stock - Voting	6,825	38.35	D
Options - Right to Buy	01/22/2003 ⁽²⁾	01/21/2012 ⁽²⁾	Common Stock - Non Voting	2,750	21.38	D
Options - Right to Buy	01/28/2004 ⁽²⁾	01/27/2013 ⁽²⁾	Common Stock - Non Voting	3,900	22.26	D
Options - Right to Buy	01/27/2005 ⁽²⁾	01/26/2014 ⁽²⁾	Common Stock - Non Voting	3,900	30.6	D
Options - Right to Buy	01/25/2006 ⁽²⁾	01/24/2015 ⁽²⁾	Common Stock - Non Voting	2,275	38.35	D
Restricted Stock Units	(3)	(3)	Common Stock - Voting	588	(5)	D
Restricted Stock Units	(4)	(4)	Common Stock - Voting	1,276	(5)	D
Restricted Stock Units	(3)	(3)	Common Stock - Non Voting	196	(5)	D
Restricted Stock Units	(4)	(4)	Common Stock - Non Voting	426	(5)	D

Explanation of Responses:

1. Shares held in the McCormick 401(k) retirement Plan are as of December 1, 2008. The reporting person owns units in the McCormick Stock Fund in the McCormick 401(k) Retirement Plan and the number of shares reported as beneficially owned is based on the market value of the reporting person's McCormick Stock Fund divided by the closing stock price of the common stock of McCormick on date indicated.
2. Twenty-five percent (25%) of the option becomes exercisable at each of the first four (4) grant anniversaries.
3. The reported Restricted Stock Units are part of an award that vested 50% on March 28, 2008 and the remaining units will vest on March 29, 2008.
4. The reported Restricted Stock Units entitle the reporting person to receive, on each of the first and second anniversaries of the grant date, a distribution of common stock equal to 50% of the grant. Once vested, the Restricted Stock Units are settled in an equal number of shares of Common Stock.
5. Each restricted stock unit represents a contingent right to receive one share of Common Stock.

Remarks:
W. Geoffrey Carpenter,
12/10/2008

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 5 (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.

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