

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

**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

1. Name and Address of Reporting Person* <u>Stetz Gordon McKenzie JR</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)  Director 10% Owner Officer (give title below) Other (specify below) <u>Executive Vice President &amp; CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2010</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/18/2009</u>		

**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	02/02/2010		M		8,750	A	\$36.425	28,815.11	D	
Common Stock - Voting	02/02/2010		F		6,514	D	\$22.26	22,301.11	D	
Common Stock - Voting								1,057.3566	I	401(k) Plan
Common Stock - Non Voting	02/02/2010		M		1,460	A	\$36.425	8,927.51	D	
Common Stock - Non Voting	02/02/2010		F		1,064	D	\$21.375	7,863.51	D	
Common Stock - Non Voting	02/02/2010		M		5,250	A	\$36.425	13,113.51	D	
Common Stock - Non Voting	02/02/2010		F		4,028	D	\$22.26	9,085.51	D	
Common Stock - Non Voting								25.66	I	As custodian for son
Common Stock - Non Voting								25.66	I	As custodian for son

**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
Option - Right to Buy	\$22.26	02/02/2010		M		8,750		01/28/2004	01/27/2013	Common Stock - Voting	8,750	(I)	0	D	
Option - Right to Buy	\$21.375	02/02/2010		M		1,460		01/22/2003	01/21/2012	Common Stock - Non Voting	1,460	(I)	0	D	
Option - Right to Buy	\$22.26	02/02/2010		M		5,250		01/28/2004	01/27/2013	Common Stock - Non Voting	5,250	(I)	0	D	

**Explanation of Responses:**

1. Option exercised.

**Remarks:**

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.**