

**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
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1. Name and Address of Reporting Person* <u>KELLY KENNETH A 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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President and Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/30/2004		M		8,250	A	\$16.625	13,063.122	D	
Common Stock - Voting	03/30/2004		S		8,250	D	\$33.0934	4,813.122	D	
Common Stock - Voting	03/30/2004		M		8,250	A	\$14.5313	13,063.122	D	
Common Stock - Voting	03/30/2004		S		8,250	D	\$33.0934	4,813.122	D	
Common Stock - Voting								1,367.082 <sup>(1)</sup>	I	Profit Sharing Plan
Common Stock - Non-Voting	03/30/2004		M		2,750	A	\$16.625	5,492.741	D	
Common Stock - Non-Voting	03/30/2004		S		2,750	D	\$33.0934	2,742.741	D	
Common Stock - Non-Voting	03/30/2004		M		2,750	A	\$14.5313	5,492.711	D	
Common Stock - Non-Voting	03/30/2004		S		2,750	D	\$33.0934	2,742.741	D	
Common Stock - Non-Voting	03/30/2004		M		5,750	A	\$12.7188	8,492.741	D	
Common Stock - Non-Voting	03/30/2004		S		5,750	D	\$33.0934	2,742.741	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
Common Stock - Voting	\$16.625	03/30/2004		M			8,250	03/18/1999	03/17/2008	Common Stock - Voting	8,250	(2)	0	D	
Common Stock - Voting	\$14.5313	03/30/2004		M			8,250	03/17/2000	03/16/2009	Common Stock - Voting	8,250	(2)	0	D	
Common Stock - Non-Voting	\$16.625	03/30/2004		M			2,750	03/18/1999	03/17/2008	Common Stock - Non-Voting	2,750	(2)	0	D	
Common Stock - Non-Voting	\$14.5313	03/30/2004		M			2,750	03/17/2000	03/16/2008	Common Stock - Non-Voting	2,750	(2)	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
Common Stock - Non-Voting	\$12.7188	03/30/2004		M			5,750	01/19/2001	01/18/2010	Common Stock - Non-Voting	5,750	(2)	0	D	

**Explanation of Responses:**

1. 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 reported as beneficially owned is based on the reporting person's pro rata interest in the net asset value of the McCormick Stock Fund on the date indicated.

2. Option exercised.

**Remarks:**

W. Geoffrey Carpenter,  
Attorney-in-fact                      04/01/2004

\*\* 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.**