FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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## 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

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1. Name and Address of Reporting Person* <u>Stetz Gordon McKenzie JR</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol MCCORMICK & CO INC [ MKC ]									eck all appl Direct	licable) tor 10% Owner			wner	
(Last) (First) (Middle) MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE					3. Date of Earliest Transaction (Month/Day/Year) 03/15/2009										helow	) "	Presid	below)	
(Street) SPARKS MD 21152				4. If										Line	X Form filed by One Reporting Person Form filed by More than One Reporting				
(Si	ate)	(Zip)																	
	Tab	le I - No	n-Deriv	ative	Sec	curiti	ies Ad	qui	red, D	)isp	osed c	of, or E	ene	ficial	ly Owne	d			
Date			Date			2A. Deemed Execution Date, if any (Month/Day/Year)		,   Ті С	3. Transaction Code (Instr. 8)					Securiti Benefic Owned	es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								С	ode V	_	Amount	(A) (D)	or I	Price	Transaction(c)				(Instr. 4)
Stock - Vot	ing		03/15/2009						M		2,105	5 A		\$37.5	9 19,9	16.91		D	
Common Stock - Voting				/2009					F		721	I	)	\$31.4	5 19,1	95.91	_	D	
Common Stock - Voting															973	.2753			401(k) Plan
Stock - No	n Voting		03/15	/2009					M		702	A		\$37.5	9 6,6	56.61		D	
Common Stock - Non Voting 03/1				/2009					F		241	I	)	\$31.4	5 6,4	15.61		D	
Stock - No.	n Voting														24.94 I			I	As custodian for son
Common Stock - Non Voting															24.94			I	As custodian for son
	Т														Owned				
Derivative Conversion Date		Execution Date, T		Transaction Code (Instr.		n of		6. Da Expi	6. Date Exercisable Expiration Date (Month/Day/Year)			le and 7. Title and Amount of Securities Underlying		curity	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following Reported	is illy	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					Title	or Nu of	mber					
\$37.59	03/15/2009			М			2,105		(1)		(1)	Stock -		105	(2)	2,105		D	
\$37.59	03/15/2009			М			702		(1)		(1)	Stock - Non		702	(2)	702		D	
	Gridon Mo  (Fi MICK & C ETON CIRC  M  (St  Stock - Vot  Stock - Vot  Stock - No  Stock - N	(First) MICK & COMPANY, INCETON CIRCLE  MD  (State)  Tab  Security (Instr. 3)  Stock - Voting  Stock - Voting  Stock - Non Voting  Stock - Non Voting  Stock - Non Voting  Tab  Tab  Stock - Voting  Stock - Voting  Stock - Voting  Stock - Non Voting  Tab  Stock - Non Voting  Stock - Non Voting  Stock - Non Voting  Tab  Stock - Non Voting  Stock - Non Voting  Stock - Non Voting  Tab  Stock - Non Voting	(First) (Middle) MICK & COMPANY, INCORPORA ETON CIRCLE  MD 21152  (State) (Zip)  Table I - Note of the process	(First) (Middle) MICK & COMPANY, INCORPORATED ETON CIRCLE    MD   21152     (State) (Zip)     Table I - Non-Deriv   Security (Instr. 3)   2. Transa Date (Month/L   Stock - Voting   03/15     Stock - Voting   03/15     Stock - Non Voting   3A. Deemed   Execution Date, if any (Month/Day/Year)     Stock - Non Voting   1   1   1   1     Stock - Non Voting   1   2   1     Stock - Non Voting   2   3. Transaction   2   2   2   2   3     Stock - Non Voting   3A. Deemed   2   3   3   3     Stock - Non Voting   3A. Deemed   3A. De	Address of Reporting Person* Ordon McKenzie JR  (First) (Middle) MICK & COMPANY, INCORPORATED ETON CIRCLE  Table I - Non-Derivative Security (Instr. 3)  Stock - Voting Stock - Voting Stock - Voting Stock - Non Voting  Stock - Non Voting  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  A. Deemed (Instr. 3)  Table II - Derivative Security (Instr. 3)  Conversion On Exercise of Derivative Security  A. III  A. III	Address of Reporting Person* Ordon McKenzie JR  (First) (Middle) MICK & COMPANY, INCORPORATED ETON CIRCLE  Table I - Non-Derivative Security (Instr. 3)  Stock - Voting Stock - Voting Stock - Voting Stock - Non Voting  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)	Address of Reporting Person* Ordon McKenzie JR  (First) (Middle) MICK & COMPANY, INCORPORATED ETON CIRCLE  Table I - Non-Derivative Securiti Recurity (Instr. 3)  Stock - Voting  Stock - Voting  Stock - Voting  Stock - Non Voting  Table II - Derivative Securitie (e.g., puts, calls, was price of perivative Security (Month/Day/Year)  Table II - Derivative Securitie (e.g., puts, calls, was price of Derivative Security (Month/Day/Year)  Stock - Non Voting  Table II - Derivative Securitie (e.g., puts, calls, was price of Derivative Security (Month/Day/Year)  Stock - Non Voting  Table II - Derivative Securitie (e.g., puts, calls, was price of Derivative Security (Month/Day/Year)  Stock - Non Voting  Table II - Derivative Securitie (e.g., puts, calls, was price of Conversion Date, if any (Month/Day/Year)  Stock - Non Voting  At Transaction Securitie (A)	Address of Reporting Person' Ordon McKenzie JR  (First) (Middle) MICK & COMPANY, INCORPORATED ETON CIRCLE  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Stock - Voting  Stock - Voting  Table II - Derivative Securities Acquered Stock - Non Voting  Table II - Derivative Securities Acquered (Month/Day/Year)  Table II - Derivative Securities Acquered (E.g., puts, calls, warrants  A. Deemed Execution Date (Honth/Day/Year)  Table II - Derivative Securities Acquered (Honth/Day/Year)  A. Deemed Execution Date (If any (Month/Day/Year)  Stock - Non Voting  Table II - Derivative Securities Acquered Execution Date (If any (Month/Day/Year)  Stock - Non Voting  Table II - Derivative Securities Acquered Execution Date (If any (Month/Day/Year)  Stock - Non Voting  Table II - Derivative Securities Acquered Execution Date (Instr. 3, 4 and 5)  Code  V (A) (D)  \$37.59  03/15/2009  M 2.105	Address of Reporting Person ordon McKenzie JR  (First) (Middle) MICK & COMPANY, INCORPORATED ETON CIRCLE  Table I - Non-Derivative Securities Acquire (Month/Day/Year)  Security (Instr. 3)  Stock - Voting  Stock - Voting  Stock - Non Voting  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open of Exercise Price of Conversion Conversion Date (Month/Day/Year)  Stock - Non Voting  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open of Exercise Price of Exercise Price of Security  Stock - Non Voting  A. Transaction Conversion Date (month/Day/Year)  Stock - Non Voting  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open of Exercise Price of Exercise Price of Security  Stock - Non Voting  A. Transaction Code (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercise Price of Code (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercise Price of Code (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercise Price of Code (Instr. 3, 4 and 5)	Address of Reporting Person* Ordon McKenzie JR  (First) (Middle) MICK & COMPANY, INCORPORATED ETON CIRCLE  Table I - Non-Derivative Securities Acquired, Effective for the first form of the fir	Address of Reporting Person* Ordon McKenzie JR  (First) (Middle) MICK & COMPANY, INCORPORATED ETON CIRCLE  Table I - Non-Derivative Securities Acquired, Disposed from Voting  Stock - Voting  Stock - Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting  Table II - Derivative Securities Acquired, Disposed from Voting II - Voting II	Address of Reporting Person ordon McKenzie JR  (First) (Middle) MIGK & COMPANY, INCORPORATED  Table 1 - Non-Derivative Securities Acquired, Disposed of Execution Date (Month/Day/Year)  Stock - Voting 03/15/2009 F	MCCORMICK & CO INC   MKC	2	2	Address of Reporting Person   Ordina McKenzie JR	Address of Reporting Person   Ordon MCKenzie JR   CFIrst)   (Moddle)   MCCGRMICK & CO INC   MKC   MCCD   MCCDRMICK & CO INC   MKC   MCCDRMICK & CO INC   MKCDRMICK   MCCDRMICK   MCCD	2.	A difference of Reporting Person's ording McKenzie JR   Content of Reporting Person's total (Content of Reporting Person's) total (Content of Reporting Person's total (Content of Reporting Person's) total (Content of Reporting

## **Explanation of Responses:**

- 1. The reported Restricted Stock Units entitle the reporting person to receive, on each of 3/15/2009 and 3/15/2010, a distribution of common stock equal to 50% of the grant.
- 2. Restricted Stock Units granted.

## Remarks:

W. Geoffrey Carpenter, 03/18/2009 Attorney-in-Fact

\*\* Signature of Reporting Person

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.