

| OMB APPROVAL                                 |           |
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**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*<br><b>PRESTON MARGARET M V</b> |           |              | 2. Issuer Name and Ticker or Trading Symbol<br><b>MCCORMICK &amp; CO INC [ MKC ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)  | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>05/18/2009</b>                |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |
| <b>MCCORMICK &amp; COMPANY, INCORPORATED</b>                            |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             |  |  |   |  |  |
| <b>18 LOVETON CIRCLE</b>  |           |              |  |  |  |   |  |  |
| (Street)  |           |              |  |  |  |   |  |  |
| <b>SPARKS</b>   | <b>MD</b> | <b>21152</b> |  |  |  |   |  |  |
| (City)  | (State)   | (Zip)        |  |  |  |   |  |  |

**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           |                                      |  |                                |   |   |            |       | 5,369   | D  |   |
| Common Stock - Non Voting       |                                      |  |                                |   |   |            |       | 1,250   | 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           |
| Phantom Stock                              | (1)  | 05/18/2009                           |  | A                              |   | 11.9617  | (1)  | (1) | Common Stock - Voting   | 11.9617                                    | \$31.35  | 7,069.07 <sup>(2)</sup>                                   | I  | Deferred Compensation Plan |

**Explanation of Responses:**

- Each share of phantom stock represents the right to receive one share of Common Stock-Voting. Shares of phantom stock are payable in shares of Common Stock-Voting in accordance with the terms of the Deferred Compensation Plan .
- Amount includes 7,057.11 shares of phantom stock previously reported in Table I as Common Stock-Voting.

**Remarks:**

W. Geoffrey Carpenter, 05/20/2009  
Attorney-in-fact  
 \*\* 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.