SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*

 MCGRATH JOSEPH W

 (Last) (First) (Middle)

 MCCORMICK & COMPANY, INCORPORATED
 18 LOVETON CIRCLE

 (Street)

 SPARKS **MD** **21152**

 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 MCCORMICK & CO INC [**MKC**]

 3. Date of Earliest Transaction (Month/Day/Year)
 03/25/2009

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

 X Director 10% Owner
    Officer (give title below) Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
    Form filed by More than One Reporting Person |

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								1,500	D	
Common Stock - Non Voting								500	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	Amount or Number of Shares				
Option - Right to Buy	$29.89	03/25/2009		A		3,750		(1)	03/24/2019	Common Stock - Voting	3,750	$0	3,750	D	
Option - Right to Buy	$29.89	03/25/2009		A		1,250		(1)	03/24/2019	Common Stock - Non Voting	1,250	$0	1,250	D	
Restricted Stock Units	(2)	03/25/2009		A		1,882		(3)	(3)	Common Stock - Voting	1,882	$0	1,882	D	
Restricted Stock Units	(2)	03/25/2009		A		628		(3)	(3)	Common Stock - Non Voting	628	$0	628	D	

Explanation of Responses:

1. The option vests in full on 3/25/2010, the first anniversery of the grant.

2. Each restricted stock unit represents a contingent right to receive one share of Common Stock, or Common Stock - Non Voting, as applicable.

3. The restricted stock units vest in full on 3/15/2010, the first anniversary of the grant date, and are settled in an equal number of shares of Common Stock or Common Stock - Non Voting, as applicable.

Remarks:

W. Geoffrey Carpenter, Attorney-in-Fact   03/27/2009

** 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.