

Stetz Gordon McKenzie JR  
 Form 4/A  
 February 04, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Stetz Gordon McKenzie JR

2. Issuer Name and Ticker or Trading Symbol  
 MCCORMICK & CO INC [MKC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 MCCORMICK & COMPANY,  
 INCORPORATED, 18 LOVETON  
 CIRCLE

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/02/2010

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President & CFO

(Street)  
 SPARKS, MD 21152

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/18/2009

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock - Voting	02/02/2010		M	A	8,750	\$ 36.425	28,815.11 D
Common Stock - Voting	02/02/2010		F	D	6,514	\$ 22.26	22,301.11 D
Common Stock - Voting							1,057.3566 I 401(k) Plan
Common Stock - Voting	02/02/2010		M	A	1,460	\$	8,927.51 D

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Stock - Non Voting						36.425		
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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option - Right to	\$ 22.26	02/02/2010		M	8,750	01/28/2004 01/27/2013	Common Stock -	8,750

Buy								Voting	
Option - Right to Buy	\$ 21.375	02/02/2010	M	1,460	01/22/2003	01/21/2012		Common Stock - Non Voting	1,460
Option - Right to Buy	\$ 22.26	02/02/2010	M	5,250	01/28/2004	01/27/2013		Common Stock - Non Voting	5,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stetz Gordon McKenzie JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			Executive Vice President & CFO	

## Signatures

W. Geoffrey Carpenter,  
Attorney-in-Fact

02/04/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Option exercised.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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