

MCCORMICK & CO INC  
 Form 4  
 March 29, 2010

**FORM 4**

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

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).

**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 \*  
**KELLY KENNETH A JR**

(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)  
**03/25/2010**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Senior VP & Controller**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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(A) or Disposed of (D) Code |   |        | 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 Ownership (Instr. 4) |            |
|---------------------------------|--------------------------------------|--|---|---|--------|---|--|-----------------------------------|------------|
|                                 |                                      |  | Code                                      | V | Amount |   |  |                                   | (A) or (D) |
| Common Stock - Voting           | 03/25/2010                           |  | M   |   | 21,000 | A \$ 17.84  | 33,186.52  | D                                 |            |
| Common Stock - Voting           | 03/25/2010                           |  | F   |   | 13,447 | D \$ 39.4   | 19,739.52  | D                                 |            |
| Common Stock - Voting           | 03/25/2010                           |  | M   |   | 21,000 | A \$ 21.38  | 40,739.52  | D                                 |            |
| Common Stock - Voting           | 03/25/2010                           |  | F   |   | 15,624 | D \$ 39.4   | 25,115.52  | D                                 |            |

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|                                    |            |   |       |   |             |           |   |  |
|------------------------------------|------------|---|-------|---|-------------|-----------|---|--|
| Stock -<br>Voting                  |            |   |       |   |             |           |   |  |
| Common<br>Stock -<br>Non<br>Voting | 03/25/2010 | M | 7,000 | A | \$<br>17.84 | 11,903.54 | D |  |
| Common<br>Stock -<br>Non<br>Voting | 03/25/2010 | F | 4,475 | D | \$ 39.4     | 7,428.54  | D |  |
| Common<br>Stock -<br>Non<br>Voting | 03/25/2010 | M | 7,000 | A | \$<br>21.38 | 14,428.54 | D |  |
| Common<br>Stock -<br>Non<br>Voting | 03/25/2010 | F | 5,183 | D | \$ 39.4     | 9,245.54  | D |  |
| Common<br>Stock -<br>Non<br>Voting | 03/25/2010 | M | 7,000 | A | \$<br>22.26 | 16,245.54 | D |  |
| Common<br>Stock -<br>Non<br>Voting | 03/25/2010 | F | 5,296 | D | \$ 39.4     | 10,949.54 | D |  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |       |                                     |
|---|--|---|---|--------------------------------------|--|--|---|-------|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of Shares |

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|                             |          |            |   |        |            |            |                                    |        |
|-----------------------------|----------|------------|---|--------|------------|------------|------------------------------------|--------|
| Option -<br>Right to<br>Buy | \$ 17.84 | 03/25/2010 | M | 21,000 | 01/23/2002 | 01/22/2011 | Common<br>Stock -<br>Voting        | 21,000 |
| Option -<br>Right to<br>Buy | \$ 21.38 | 03/25/2010 | M | 21,000 | 01/22/2003 | 01/21/2012 | Common<br>Stock -<br>Non<br>Voting | 21,000 |
| Option -<br>Right to<br>Buy | \$ 17.84 | 03/25/2010 | M | 7,000  | 01/23/2002 | 01/22/2011 | Common<br>Stock -<br>Non<br>Voting | 7,000  |
| Option -<br>Right to<br>Buy | \$ 21.38 | 03/25/2010 | M | 7,000  | 01/22/2003 | 01/21/2012 | Common<br>Stock -<br>Non<br>Voting | 7,000  |
| Option -<br>Right to<br>Buy | \$ 22.26 | 03/25/2010 | M | 7,000  | 01/28/2004 | 01/27/2013 | Common<br>Stock -<br>Non<br>Voting | 7,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| KELLY KENNETH A JR<br>MCCORMICK & COMPANY, INCORPORATED<br>18 LOVETON CIRCLE<br>SPARKS, MD 21152 |               |           | Senior VP<br>& Controller |       |

## Signatures

W. Geoffrey Carpenter,  
Attorney-in-fact

03/29/2010

\_\_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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