

MCCORMICK & CO INC
Form 4
December 15, 2009

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 *
TIMBIE MARK T

(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)
12/14/2009

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)
President - North American

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 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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock - Voting	12/14/2009		M		16,120 A \$ 22.26	76,243.98	D	
Common Stock - Voting	12/14/2009		F		12,003 D \$ 36.325	64,240.98	D	
Common Stock - Voting	12/14/2009		M		13,880 A \$ 22.26	78,120.98	D	
Common Stock - Voting	12/14/2009		F		8,505 D \$	69,615.98	D	

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Stock - Voting						36.325	
Common Stock - Voting	12/14/2009	J	509	A	Ⓛ	70,124.98	D
Common Stock - Non Voting	12/14/2009	M	1,995	A	\$ 22.26	1,995.01	D
Common Stock - Non Voting	12/14/2009	F	1,486	D	\$ 36.325	509.01	D
Common Stock - Non Voting	12/14/2009	J	509	D	Ⓛ	0.01	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to Buy	\$ 22.26	12/14/2009		M	16,120	01/28/2004	01/27/2013	Common Stock - Voting	16,120
Option - Right to Buy	\$ 22.26	12/14/2009		M	13,880	01/28/2004	01/27/2013	Common Stock - Voting	13,880
Option - Right to Buy	\$ 22.26	12/14/2009		M	1,995	01/28/2004	01/27/2013	Common Stock - Non	1,995

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIMBIE MARK T MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			President - North American	

Signatures

W. Geoffrey Carpenter, 12/15/2009
Attorney-in-Fact

__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) Exchange of shares of Common Stock - Non Voting for shares of Common Stock - Voting on a one for one basis.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.