MCCORMICK & CO INC

Form 5

January 15, 2003

_ Check this box if no

FORM 5

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

Filed By

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

_ Form 3 Holdings

Reported

_ Form 4 Transactions Reported

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

Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Address Skelton Robert W.	ss of Reportin	2. Issuer Name McCormick &		d MKC	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	First) (Mido	of Reporting Person,				ement for 1/Year nber 30, 2002	Director				
						enior Vice Pro Counsel & Sec	esident, General retary				
(Street)							'. Individual or Joint/Group Filing			
							_	(Check Applicable Line)			
Sparks, MD 21152							'	∑ Form filed by One Reporting			
							F	Person			
						_ Form filed by More than One Reporting Person					
(City)	(State) (Zir	Table I	Non Don	·4*	Coordi	ties Acquired, Dispose					
	\cdot	<u> </u>			7. Nature of						
1. Title of Security		2A. Deemed		4. Securiti			5. Amount of Securities	6. Owner-	Indirect		
(Instr. 3)		Execution		de (A) or Disposed of (ship Form:	Beneficial		
		Date,	(Instr. 8)	(Instr. 3, 4			Beneficially Owned at End of	Direct (D)			
	(Month/ Day/	3		Amount	(A)	Price		or Indirect (I)	•		
	Year)	(Month/Day/ Year)			or		Issuer's	(Instr. 4)	(Instr. 4)		
		rear)			(D)		Fiscal year (Instr. 3 & 4)				
Common Stock - Voting							64,169.017	D			
Common Stock - Voting							10,368.200(1)	I	Profit Sharing Plan		

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

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 control number

FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

							<u> </u>		,				
	1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number	10.	11. Nature	
	Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	of	Owner-	of Indirect	
	Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Derivative	ship	Beneficial	
		Price of	Date	Date,	Code	Derivati	(Medonth/Day/	Securities	(Instr. 5)	Securities	Form	Ownership	

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Edgar Filing: MCCORMICK & CO INC - Form 5

	(Month/ Day/	`	(Instr. 8)	Securitic (Sear) Acquired (A) or Disposed of (D) (Instr. 3, 4 &				(Insti	Ov at I Ye		at End of Year (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I)	(Instr. 4)	
				5) (A)		Exer-cisable	_		Amount or Number of Shares			(Instr. 4)		

Explanation of Responses:

(1) Shares held in the McCormick Profit Sharing Plan as of 11/30/02. The reporting person owns units in the McCormick Stock Fund in the Profit Sharing Plan and the number of shares reported as beneficially owned is based on the reporting person's pro rata interest in the net asset value of the McCormick Stock Fund on the date indicated.

By: /s/ Robert W. Skelton
W. Geoffrey Carpenter, Attorney-in-fact

**Signature of Reporting Person

January 15, 2003

Date

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.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).