

BEARD PAUL C  
Form 4  
January 30, 2003

**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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>Beard Paul C.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>McCormick &amp; Company, Incorporated MKC</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <b>Vice President - Finance</b> Other (specify below)		
McCormick & Company, Incorporated 18 Loveton Circle			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>January 28, 2003</b>		
(Street) Sparks, MD 21152			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock - Voting								14,577	D	
Common Stock - Voting								7,646.8984 <sup>(1)</sup>	I	Profit Sharing Plan
Common Stock - Non-Voting	12/19/02		G	V	45	D		2,377	D	

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).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed	4. Trans-	5. Number of	6. Date Exercisable and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. of
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Action		Derivative Securities Acquired (A) or Disposed of (D)  (Instr. 3, 4 & 5)	Date (Month/Day/ Year)		Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)
				Code	V		(A)	(D)	Date Exer- cisable	Expira- tion Date			
<b>Option - Right-to-Buy</b>	<b>\$22.26</b>	<b>01/28/03</b>		<b>A</b>		<b>30,000</b>		<b>01/29/04</b>	<b>01/28/13</b>	<b>Common Stock - Voting</b>		<b>30,000</b>	
<b>Option - Right-to-Buy</b>	<b>\$22.26</b>	<b>01/28/03</b>		<b>A</b>		<b>10,000</b>		<b>01/29/04</b>	<b>01/28/13</b>	<b>Common Stock - Non-Voting</b>		<b>10,000</b>	

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/ **Paul C. Beard** **January 30, 2003**  
**W. Geoffrey Carpenter, Attorney-in-Fact** Date  
 \*\*Signature of Reporting Person

\*\*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.

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