

MCCORMICK &amp; CO INC

Form 4/A

January 22, 2010

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(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)  
**03/16/2009**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior VP &amp; Controller

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 (A) or (D)	Price	
Common Stock - Voting	03/16/2009		M		998	A \$ 37.59	8,408.003 D
Common Stock - Voting	03/16/2009		F		340	D \$ 31.45	8,068.003 D
Common Stock - Non Voting	03/16/2009		M		332	A \$ 37.59	4,063.4 D
Common	03/16/2009		F		113	D \$	3,950.4 D

Stock - 31.45  
Non Voting

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. Price or Value of Derivative Security (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 37.59	03/16/2009		M	998	(1)	(1)	Common Stock - Voting	998	(2)
Restricted Stock Units	\$ 37.59	03/16/2009		M	332	(1)	(1)	Common Stock - Non Voting	332	(2)

## Reporting Owners

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

## Signatures

W. Geoffrey Carpenter, 01/22/2010  
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) The reported Restricted Stock Units entitle the reporting person to receive a distribution of common stock equal to 50% of the grant in the two years following the grant. Once vested, the Restricted Stock Units are settled in an equal number of shares of Common Stock.
- (2) Restricted Stock Units granted.

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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