

Stetz Gordon McKenzie JR
Form 4/A
March 11, 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
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stetz Gordon McKenzie 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)

02/02/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/04/2010

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive Vice President & CFO

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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Code V Amount Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock - Voting	02/02/2010 ⁽²⁾		M	8,750 A \$ 36.425	28,815.11	D	
Common Stock - Voting	02/02/2010 ⁽²⁾		F	6,514 D \$ 22.26	22,301.11	D	
Common Stock - Voting					1,057.3566	I	401(k) Plan
Common	02/02/2010 ⁽²⁾		M	1,460 A \$	8,927.51	D	

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Stock - Non Voting						36.425		
Common Stock - Non Voting	02/02/2010 ⁽²⁾	F	1,064	D	\$ 21.375	7,863.51	D	
Common Stock - Non Voting	02/02/2010 ⁽²⁾	M	5,250	A	\$ 36.425	13,113.51	D	
Common Stock - Non Voting	02/02/2010 ⁽²⁾	F	4,028	D	\$ 22.26	9,085.51	D	
Common Stock - Non Voting						25.66	I	As custodian for son
Common Stock - Non Voting						25.66	I	As custodian for son

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. Amount or Number of Shares
Option - Right to	\$ 22.26	02/02/2010 ⁽²⁾		M	8,750	01/28/2004 01/27/2013	Common Stock -	8,750

Buy								Voting	
Option -								Common	
Right to	\$ 21.375	02/02/2010 ⁽²⁾	M	1,460	01/22/2003	01/21/2012		Stock -	1,460
Buy								Non	
								Voting	
Option -								Common	
Right to	\$ 22.26	02/02/2010 ⁽²⁾	M	5,250	01/28/2004	01/27/2013		Stock -	5,250
Buy								Non	
								Voting	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stetz Gordon McKenzie JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			Executive Vice President & CFO	

Signatures

W. Geoffrey Carpenter,
Attorney-in-Fact

03/11/2010

 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.

(2) The Form 4 filed on February 4, 2010 was inadvertently filed as an amendment to a Form filed on March 18, 2009. The Form 4 filed on February 4, 2010 did not amend any earlier filed Form.

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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