

MCCORMICK & CO INC

Form 4

March 29, 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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(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)

03/25/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Senior VP & 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock - Voting	03/25/2010		M		21,000	A	\$ 17.84	33,186.52	D	
Common Stock - Voting	03/25/2010		F		13,447	D	\$ 39.4	19,739.52	D	
Common Stock - Voting	03/25/2010		M		21,000	A	\$ 21.38	40,739.52	D	
Common Stock - Voting	03/25/2010		F		15,624	D	\$ 39.4	25,115.52	D	

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Stock -
Voting

Common

Stock - Non Voting	03/25/2010	M	7,000	A	\$ 17.84	11,903.54	D
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Common

Stock - Non Voting	03/25/2010	F	4,475	D	\$ 39.4	7,428.54	D
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Common

Stock - Non Voting	03/25/2010	M	7,000	A	\$ 21.38	14,428.54	D
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Common

Stock - Non Voting	03/25/2010	F	5,183	D	\$ 39.4	9,245.54	D
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Common

Stock - Non Voting	03/25/2010	M	7,000	A	\$ 22.26	16,245.54	D
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Common

Stock - Non Voting	03/25/2010	F	5,296	D	\$ 39.4	10,949.54	D
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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.

SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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Option - Right to Buy	\$ 17.84	03/25/2010	M	21,000	01/23/2002	01/22/2011	Common Stock - Voting	21,000
Option - Right to Buy	\$ 21.38	03/25/2010	M	21,000	01/22/2003	01/21/2012	Common Stock - Non Voting	21,000
Option - Right to Buy	\$ 17.84	03/25/2010	M	7,000	01/23/2002	01/22/2011	Common Stock - Non Voting	7,000
Option - Right to Buy	\$ 21.38	03/25/2010	M	7,000	01/22/2003	01/21/2012	Common Stock - Non Voting	7,000
Option - Right to Buy	\$ 22.26	03/25/2010	M	7,000	01/28/2004	01/27/2013	Common Stock - Non Voting	7,000

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,
Attorney-in-fact

03/29/2010

__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.

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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