

MCCORMICK & CO INC
 Form 4
 October 21, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Langmead Charles T

(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)
 10/16/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President US Industrial Group

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock - Voting	10/19/2009		J	10,867	A	\$ 48,131.07	D
Common Stock - Voting	10/20/2009		M	30,000	A	\$ 78,131.07	D
Common Stock - Voting	10/20/2009		F	23,905	D	\$ 54,226.07	D
Common Stock - Voting	10/20/2009		J	2,031	A	\$ 56,257.07	D

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Stock - Voting									
Common Stock - Voting						14,857.0558 (2)	I		401(k) Retirement Plan
Common Stock - Non Voting	10/19/2009		J	10,867	D	0.06			
Common Stock - Non Voting	10/20/2009		M	10,000	A	\$ 22.26	10,000.06	D	
Common Stock - Non Voting	10/20/2009		F	7,969	D	\$ 34.95	2,031.06	D	
Common Stock - Non Voting	10/20/2009		J	2,031	D	0.06			

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Phantom Stock	(3)	10/16/2009		J	V 8.2331	(3)	(3)	Common Stock - Voting	8.2
Option - Right to Buy	\$ 22.26	10/20/2009		M	30,000	01/28/2004	01/27/2013	Common Stock - Voting	30,

Option - Right to Buy	\$ 22.26	10/20/2009	M	10,000	01/28/2004	01/27/2013	Common Stock - Non Voting	10,
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Langmead Charles T MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152			President US Industrial Group	

Signatures

W. Geoffrey Carpenter, Attorney-in-fact	10/21/2009
__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) Exchange of shares of Common Stock - Non Voting for shares of Common Stock - Voting on a one-for-one basis.
- (2) Includes 117 shares acquired under McCormick's 401(k) plan since the date of the reporting person's last ownership report.
- (3) Dividend Reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.