

Carpenter William Geoffrey
 Form 4
 April 01, 2010

FORM 4

**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

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 *
 Carpenter William Geoffrey

(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)
 03/30/2010

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)
 V.P., General Counsel & Sec.

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	03/30/2010		M		8,250	A	\$ 21.38 42,036.12 D
Common Stock - Voting	03/30/2010		F		5,886	D	\$ 37.8 36,150.12 D
Common Stock - Voting	03/30/2010		M		11,700	A	\$ 22.26 47,850.12 D
Common Stock - Voting	03/30/2010		F		8,528	D	\$ 37.8 39,322.12 D

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Stock - Voting									
Common Stock - Voting	03/30/2010	M	11,700	A	\$ 30.6	51,022.12	D		
Common Stock - Voting	03/30/2010	F	10,231	D	\$ 37.8	40,791.12	D		
Common Stock - Voting						2,119.98	I		401(k) Retirement Plan
Common Stock - Non Voting	03/30/2010	M	2,750	A	\$ 21.38	2,890.13	D		
Common Stock - Non Voting	03/30/2010	F	1,963	D	\$ 37.8	927.13	D		
Common Stock - Non Voting	03/30/2010	M	3,900	A	\$ 22.26	4,827.13	D		
Common Stock - Non Voting	03/30/2010	F	2,843	D	\$ 37.8	1,984.13	D		
Common Stock - Non Voting	03/30/2010	M	3,900	A	\$ 30.6	5,884.13	D		
Common Stock - Non Voting	03/30/2010	F	3,411	D	\$ 37.8	2,473.13	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to Buy	\$ 21.38	03/30/2010		M		8,250		01/22/2003	01/21/2012	Common Stock - Voting	8,250
Option - Right to Buy	\$ 22.26	03/30/2010		M		11,700		01/28/2004	01/27/2013	Common Stock - Non Voting	11,700
Option - Right to Buy	\$ 30.6	03/30/2010		M		11,700		01/27/2005	01/26/2014	Common Stock - Voting	11,700
Option - Right to Buy	\$ 21.38	03/30/2010		M		2,750		01/22/2003	01/21/2012	Common Stock - Non Voting	2,750
Option - Right to Buy	\$ 22.26	03/30/2010		M		3,900		01/28/2004	01/27/2013	Common Stock - Non Voting	3,900
Option - Right to Buy	\$ 30.6	03/30/2010		M		3,900		01/27/2005	01/26/2014	Common Stock - Non Voting	3,900
Option - Right to Buy	\$ 38.39	03/31/2010		A		17,552		(2)	03/30/2020	Common Stock - Voting	17,552
Option - Right to Buy	\$ 38.39	03/31/2010		A		5,848		(2)	03/30/2020	Common Stock - Non Voting	5,848

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carpenter William Geoffrey MCCORMICK & COMPANY, INCORPORATED			V.P., General	

18 LOVETON CIRCLE
SPARKS, MD 21152

Counsel &
Sec.

Signatures

W. Geoffrey
Carpenter

04/01/2010

 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 grant vests fully in 25% increments over a four year period beginning on the first anniversary date.

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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