

MCCORMICK & CO INC  
 Form 4  
 March 27, 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 \*  
**BRADY JAMES T**  
  
 (Last) (First) (Middle)  
**MCCORMICK & COMPANY,**  
**INCORPORATED, 18 LOVETON**  
**CIRCLE**

2. Issuer Name and Ticker or Trading Symbol  
**MCCORMICK & CO INC [MKC]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**MCCORMICK & COMPANY,**  
**INCORPORATED, 18 LOVETON**  
**CIRCLE**  
  
 (Street)  
**SPARKS, MD 21152**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/25/2009**

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

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock - Voting					9,121.14	D	
Common Stock - Non Voting					5,501.02	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)



## 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 option vests in full on 3/25/2010, the first anniversary of the grant.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock, or Common Stock - Non Voting, as applicable.
- (3) The restricted stock units vest in full on 3/15/2010, the first anniversary of the grant date, and are settled in an equal number of shares of Common Stock or Common Stock - Non Voting, as applicable.

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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