MCCORMICK & CO INC

Form 4

October 21, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

MCCORMICK & CO INC [MKC]

(Check all applicable)

MCCORMICK & COMPANY,

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 10/16/2009

Director 10% Owner _X__ Officer (give title Other (specify

below) President US Industrial Group

INCORPORATED, 18 LOVETON CIRCLE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SPARKS, MD 21152

						i Cison				
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner.								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	d of (D)	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	10/19/2009		J	10,867		(1)	48,131.07	D		
Common Stock - Voting	10/20/2009		M	30,000	A	\$ 22.26	78,131.07	D		
Common Stock - Voting	10/20/2009		F	23,905	D	\$ 34.95	54,226.07	D		
Common	10/20/2009		J	2,031	A	<u>(1)</u>	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	(1)	0.06	D	
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	(1)	0.06	D	

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

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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. Transac Code (Instr. 8		5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Si
Phantom Stock	<u>(3)</u>	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,

(9-02)

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

Voting

Reporting Owners

Relationships Reporting Owner Name / Address Other Director 10% Owner Officer

Langmead Charles T MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152

President US Industrial Group

Signatures

W. Geoffrey Carpenter, 10/21/2009 Attorney-in-fact

**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.

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