Stetz Gordon McKenzie JR Form 4 March 31, 2009

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

may continue. See Instruction

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).

Common

03/28/2009

(Print or Type Responses)

1. Name and Address of Reporting Person * Stetz Gordon McKenzie JR			2. Issuer Name and Ticker or Trading Symbol MCCORMICK & CO INC [MKC]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date o	3. Date of Earliest Transaction				(Check all applicable)			
MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON CIRCLE			(Month/Day/Year) 03/28/2009					Director 10% Owner Officer (give title Other (specify below) Executive Vice President & CFO			
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
SPARKS, I	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-D	Derivative	Secu	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed 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	03/28/2009			M	612	A	<u>(1)</u>	19,807.91	D		
Common Stock - Voting	03/28/2009			F	189	D	\$ 29.27	19,618.91	D		
Common Stock - Voting								1,027.1117 (2)	I	401(k) Plan	

M

204

<u>(1)</u>

6,619.61

D

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Stock - Non Voting								
Common Stock - Non Voting	03/28/2009	F	63	D	\$ 29.27	6,556.61	D	
Common Stock - Non Voting						24.94	I	As custodian for son
Common Stock - Non Voting						24.94	I	As custodian for son

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number or 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)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	03/28/2009		M	612	<u>(1)</u>	<u>(1)</u>	Common Stock - Voting	612	\$ (
Restricted Stock Units	Œ	03/28/2009		M	204	<u>(1)</u>	<u>(1)</u>	Common Stock - Non Voting	204	\$ (

(9-02)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stetz Gordon McKenzie JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152

Executive Vice President & CFO

Signatures

W. Geoffrey Carpenter, Attorney-in-Fact

03/31/2009

**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) Each Restricted Stock Unit provides the reporting person with a contingent right to receive one share of common stock or common stock non-voting, as applicable, on 3/28/2009.
- (2) Includes 53.84 shares acquired under McCormick's 401(k) plan since the date of the reporting person's last ownership report.

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.

Reporting Owners 3