

Carpenter William Geoffrey
 Form 4
 April 01, 2010

FORM 4

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

OMB APPROVAL

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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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(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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