

Stetz Gordon McKenzie JR
 Form 4
 October 05, 2010

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 *
 Stetz Gordon McKenzie JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

MCCORMICK & COMPANY,
 INCORPORATED, 18 LOVETON
 CIRCLE

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/04/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President & CFO

(Street)

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

SPARKS, MD 21152

(City) (State) (Zip)

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	10/04/2010		M	12,300	A \$ 38.35	38,661.11	D
Common Stock - Voting	10/04/2010		F	11,666	D \$ 41.89	26,995.11	D
Common Stock - Voting	10/04/2010		M	6,450	A \$ 32.83	33,445.11	D
Common Stock - Voting	10/04/2010		F	5,674	D \$	27,771.11	D

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Stock - Voting					41.89			
Common Stock - Voting	10/04/2010	M	4,163	A	\$ 38.28	31,934.11	D	
Common Stock - Voting	10/04/2010	F	3,964	D	\$ 41.89	29,970.11	D	
Common Stock - Voting	10/04/2010	M	9,488	A	\$ 37.59	37,458.11	D	
Common Stock - Voting	10/04/2010	F	8,947	D	\$ 41.89	28,511.11	D	
Common Stock - Voting	10/04/2010	M	11,907	A	\$ 29.89	40,418.11	D	
Common Stock - Voting	10/04/2010	F	10,007	D	\$ 41.89	30,411.11	D	
Common Stock - Voting	10/04/2010	J	10,645	A	Ⓐ	41,056.11	D	
Common Stock - Voting						1,066.02	I	401(k) Plan
Common Stock - Non Voting	10/04/2010	J	10,645	D	Ⓐ	0.51	D	
Common Stock - Non Voting						26.03	I	As custodian for son
Common Stock - Non Voting						26.03	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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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. 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 Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to Buy	\$ 38.35	10/04/2010		M		12,300		01/25/2006	01/24/2015	Common Stock - Voting	12,300
Option - Right to Buy	\$ 32.83	10/04/2010		M		6,450		02/28/2007	02/27/2016	Common Stock - Voting	6,450
Option - Right to Buy	\$ 38.28	10/04/2010		M		4,163		03/28/2008	03/27/2017	Common Stock - Voting	4,163
Option - Right to Buy	\$ 37.59	10/04/2010		M		9,488		04/02/2009	04/01/2018	Common Stock - Voting	9,488
Option - Right to Buy	\$ 29.89	10/04/2010		M		11,907		03/25/2010	03/24/2019	Common Stock - Voting	11,907

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

10/05/2010

__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) Exchange of shares of Common Stock - Non Voting for shares of Common Stock - Voting on a one for one basis.

(2) Option exercised.

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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