#### KELLY KENNETH A JR

Form 4

February 09, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Common

Non-Voting

01/21/2005

Stock -

(Print or Type Responses)

1. Name and Address of Reporting Person \*

See Instruction

| KELLY KENNETH A JR  (Last) (First) (Middle)  MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON CIRCLE |                                      |                                | Symbol MCCORMICK & CO INC [MKC]  3. Date of Earliest Transaction (Month/Day/Year) 01/21/2005 |                                       |  |  | Iss     | Issuer  (Check all applicable)  Director 10% Owner X Officer (give title Other (specify below)  Vice President and Controller |  |  |   |  |
|---|--------------------------------------|--------------------------------|--|---------------------------------------|--|--|---------|---|--|--|---|--|
|   |                                      |                                |  |                                       |  |  |         |   |  |  |   |  |
|   | SPARKS, ME                           | (Street)                       |  | 4. If Amend<br>Filed(Month            |  | · Original                               |         | Aŗ  | Individual or Join oplicable Line) (_ Form filed by On _ Form filed by Mon   | e Reporting Per  | son   |  |
|   |                                      |                                |  |                                       |  |  |         | Pe  | rson   |  |   |  |
|   | (City)                               | (State)                        | (Zip)  | Table 1                               | I - Non-De                             | rivative Sec                             | curitie | s Acquir  | ed, Disposed of, o   | or Beneficiall   | y Owned   |  |
|   | 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction<br>(Month/Day/Y | Year) Execu  | eemed<br>tion Date, if<br>h/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securition(A) or Dis<br>(Instr. 3, 4) | sposed  | of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   | Common<br>Stock -<br>Voting          | 01/21/2005                     |  |                                       | J(2) V                                 | 19.931                                   | A       | \$<br>39.11   | 4,891.533  | D  |   |  |
|   | Common<br>Stock -<br>Voting          |                                |  |                                       |  |  |         |   | 1,398.506 (1)  | I  | Profit<br>Sharing<br>Plan   |  |

J(2) V 11.358 A

2,787.423

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.           | 3. Transaction Date |                    | 4.          | 5.                       | 6. Date Exerc |                | 7. Title     |            | 8. Price of | 9. Nu  |
|-------------|--------------|---------------------|--------------------|-------------|--------------------------|---------------|----------------|--------------|------------|-------------|--------|
| Derivative  | e Conversion | (Month/Day/Year)    | Execution Date, if | Transaction | onNumber Expiration Date |               | ate            | Amount of    | Derivative | Deriv       |        |
| Security    | or Exercise  |                     | any                | Code        | of                       | (Month/Day/   | Year)          | Underl       | ying       | Security    | Secui  |
| (Instr. 3)  | Price of     |                     | (Month/Day/Year)   | (Instr. 8)  | Derivative               | e             |                | Securit      | ies        | (Instr. 5)  | Bene   |
|             | Derivative   |                     | • •                | ·           | Securities               |               |                | (Instr.      | 3 and 4)   | , , ,       | Owne   |
|             | Security     |                     |                    |             | Acquired                 |               |                | Ì            |            |             | Follo  |
|             | ·            |                     |                    |             | (A) or                   |               |                |              |            |             | Repo   |
|             |              |                     |                    |             | Disposed                 |               |                |              |            |             | Trans  |
|             |              |                     |                    |             | of (D)                   |               |                |              |            |             | (Instr |
|             |              |                     |                    |             | (Instr. 3,               |               |                |              |            |             | Ì      |
|             |              |                     |                    |             | 4, and 5)                |               |                |              |            |             |        |
|             |              |                     |                    |             | , ,                      |               |                |              |            |             |        |
|             |              |                     |                    |             |                          |               |                |              | Amount     |             |        |
|             |              |                     |                    |             |                          | Date          | Expiration     |              | or         |             |        |
|             |              |                     |                    |             |                          |               | ercisable Date | Title Number | Number     |             |        |
|             |              |                     |                    |             |                          | Exercisable   |                |              | of         |             |        |
|             |              |                     |                    | Code V      | (A) (D)                  |               |                |              | Shares     |             |        |

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KELLY KENNETH A JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152

Vice President and Controller

# **Signatures**

W. Geoffrey Carpenter, Attorney-in-fact

02/09/2005

\*\*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).
  - Shares held in the McCormick Profit Sharing Plan as of November 30, 2004. The reporting person owns units in the McCormick Stock
- (1) Fund in the Profit Sharing Plan and the number of shares reported as beneficially owned is based on the reporting person's pro rata interest in the net asset value of the McCormick Stock Fund on the date indicated.
- (2) Share acquired pursuant to the McCormick Dividend Reinvestment Plan.

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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