

Stetz Gordon McKenzie JR  
Form 4  
March 18, 2009

**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)  
03/15/2009

\_\_\_\_ 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock - Voting           | 03/15/2009                           |  | M                              | A   | \$ 2,105 37.59  | 19,916.91  | D  |
| Common Stock - Voting           | 03/15/2009                           |  | F                              | D   | \$ 721 31.45  | 19,195.91  | D  |
| Common Stock - Voting           |                                      |  |                                |   |   | 973.2753   | I 401(k) Plan                              |
| Common Stock - Voting           | 03/15/2009                           |  | M                              | A   | \$ 702  | 6,656.61   | D  |

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|                                    |            |  |   |     |   |             |          |   |                            |
|------------------------------------|------------|--|---|-----|---|-------------|----------|---|----------------------------|
| Stock -<br>Non<br>Voting           |            |  |   |     |   | 37.59       |          |   |                            |
| Common<br>Stock -<br>Non<br>Voting | 03/15/2009 |  | F | 241 | D | \$<br>31.45 | 6,415.61 | D |                            |
| Common<br>Stock -<br>Non<br>Voting |            |  |   |     |   |             | 24.94    | I | As<br>custodian<br>for son |
| Common<br>Stock -<br>Non<br>Voting |            |  |   |     |   |             | 24.94    | I | As<br>custodian<br>for son |

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr   |  |
|---|---|---|---|---|---|--|---|------------------------------------|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                              | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | \$ 37.59  | 03/15/2009                              |   | M                                       | 2,105   | <u>(1)</u>   | <u>(1)</u>  | Common<br>Stock -<br>Voting        | 2,105                                  |
| Restricted<br>Stock<br>Units                        | \$ 37.59  | 03/15/2009                              |   | M                                       | 702   | <u>(1)</u>   | <u>(1)</u>  | Common<br>Stock -<br>Non<br>Voting | 702                                    |

# Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                | Other |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        |       |
| Stetz Gordon McKenzie JR<br>MCCORMICK & COMPANY, INCORPORATED<br>18 LOVETON CIRCLE<br>SPARKS, MD 21152 |               |           | Executive Vice President & CFO |       |

# Signatures

W. Geoffrey Carpenter, 03/18/2009  
 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) The reported Restricted Stock Units entitle the reporting person to receive, on each of 3/15/2009 and 3/15/2010, a distribution of common stock equal to 50% of the grant.
  - (2) Restricted Stock Units granted.

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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