

Stetz Gordon McKenzie JR
 Form 4/A
 March 11, 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 *
 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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/02/2010

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

SPARKS, MD 21152

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/04/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock - Voting	02/02/2010 ⁽²⁾		M	A	8,750	\$ 36.425	28,815.11 D
Common Stock - Voting	02/02/2010 ⁽²⁾		F	D	6,514	\$ 22.26	22,301.11 D
Common Stock - Voting							1,057.3566 I 401(k) Plan
Common Stock - Voting	02/02/2010 ⁽²⁾		M	A	1,460	\$	8,927.51 D

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Stock - Non Voting						36.425		
Common Stock - Non Voting	02/02/2010 ⁽²⁾	F	1,064	D	\$ 21.375	7,863.51	D	
Common Stock - Non Voting	02/02/2010 ⁽²⁾	M	5,250	A	\$ 36.425	13,113.51	D	
Common Stock - Non Voting	02/02/2010 ⁽²⁾	F	4,028	D	\$ 22.26	9,085.51	D	
Common Stock - Non Voting						25.66	I	As custodian for son
Common Stock - Non Voting						25.66	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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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)	8. Amount or Number of Shares
Option - Right to	\$ 22.26	02/02/2010 ⁽²⁾		M	8,750	01/28/2004 01/27/2013	Common Stock -	8,750

