MCCORMICK & CO INC

Form 4

January 28, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Addre Beracha Barry H.			ame and T k & Comp		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director					
(Last) (McCormick & Co 18 Loveton Circle	of Reporting Person,					4. Statement for Month/Day/Year January 24, 2003	X Director 10% Owner Officer (give title below) Other (specify below)			
Sparks, MD 21152						5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	Т	abl	e I Non-	Deriv	vative S	Securities Acquired, Dis	posed of, or	Beneficially Owned		
1. Title of Security (Instr. 3)	2A. Deemed 3. Trans- 4. Securities Acquire action Execution action (A) or Disposed of (Instr. 3, 4 & 5) (Instr. 8)		quired of (D)	5. Amount of Securities	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature of Indirect (Instr. 4)					
Common Stock - Voting								667.808	D	
Common Stock - Voting	<u>(1)</u>		A		66.519	A	(1)	4,774.721	I	Deferred Compensation Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of	Date	Date,	Code	Derivati	(MeIonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative		if any		Securition	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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I	Security	(Month/	(Month/	(Instr.		Acq	uire	d				Following	ative	
				8)		(A)						_	Security:	
		Year)	Year)			Disp	ose	d				Transaction(s)	Direct	
					ı	of (I	O)					(Instr. 4)	(D)	
													or	
					١	(Ins	tr.						Indirect	
						3, 4	&						(I)	
						5)							(Instr. 4)	
				Code	V	(A)	(D)	Date	Expira-	Title	Amount			
								Exer-cisable	tion		or			
									Date		Number			
											of			
											Shares			

Explanation of Responses:

(1) Shares acquired through dividend reinvestment in the McCormick Deferred Compensation Plan on various dates and at various prices.

By: /s/ Barry A. Beracha
W. Geoffrey Carpenter, Attorney-in-Fact

**Signature of Reporting Person

Manuary 28, 2003

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).