HRABOWSKI FREEMAN A III

Form 4/A

January 11, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HRABOWSKI FREEMAN A III			2. Issuer Name and Ticker or Trading Symbol MCCORMICK & CO INC [MKC]]	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON CIRCLE			3. Date of Earliest Transaction (Month/Day/Year) 10/21/2005					(Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)				
SPARKS, M	Filed(Mont	4. If Amendment, Date Original Filed(Month/Day/Year) 11/14/2005				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securi	ities Acqu	ired, Disposed of	, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Ownership Indirect Ben Beneficially Form: Ownership Owned Direct (D) (Instr. 4) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)				
Common Stock - Voting	10/21/2005			J(2)	Amount 5.567	(D)	Price \$ 30.535	4,344.029	D			
Common Stock - Voting	10/21/2005			<u>J(1)</u>	19.46	A	\$ 30.43	3 3,720.646	I	Deferred Compensation Plan		
Common Stock - Non-Voting	10/21/2005			J(2)	0.004	A	\$ 30.535	2,419.673	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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	onth/Day/Year) Execution Date, if Trans		orNumber	Expiration Date		Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	Expiration	or or			
				G 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HRABOWSKI FREEMAN A III MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152



Signatures

Sonia Cudd, Attorney-in-fact 01/11/2006

**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) Shares acquired pursuant to the McCormick Dividend Reinvestment Plan.
- (2) Shares acquired pursuant to the McCormick Dividend Reinvestment in the McCormick Deferred Compensation Plan.

Remarks:

Amended to remove reported share acquisition on 11/09/2005 in the McCormick Deferred Compensation Plan; no such acquis

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