### MCCORMICK & CO INC

Form 4

December 17, 2008

<b>FORM</b>	ЛЛ									OMB A	PPROVAL
	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-028		
Check the character of	agar									Expires:	January 3
subject s Section Form 4	F CHANGES IN BENEFICIAL OWN SECURITIES						ERSHIP OF	Estimated average burden hours per response (0			
Form 5 obligation may con <i>See</i> Install(b).	ons section 17(	(a) of the	Public U	Itility 1	Hol		pany	Act of 1	Act of 1934, 935 or Section		
(Print or Type	Responses)										
	Address of Reporting on McKenzie JR	Person *	Symbol			l Ticker or T		Ī	5. Relationship of lassuer	Reporting Per	son(s) to
			MCCO	RMIC	CK &	& CO INC	[MK	KC]	(Check	all applicable	e)
(Last)	3. Date of Earliest Transaction (Month/Day/Year)						Director 10% OwnerX_ Officer (give title Other (specify				
	IICK & COMPAN RATED, 18 LOV		10/17/2	2008				b	elow)	below) ice President	
	(Street)		4. If Am Filed(Mo			ate Original		A	6. Individual or Joi Applicable Line) X_Form filed by O		
SPARKS,	MD 21152							F	Form filed by M Person	ore than One Re	eporting
(City)	(State)	(Zip)	Tab	le I - N	on-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 3, 4 and 5) Year) (Instr. 8)  (A)					5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock - Voting	10/17/2008			J <u>(1)</u>	V	112.274	A	\$ 34.41	17,674.5	D	
Common Stock - Voting									973.2753	I	401(k) Plan
Common Stock - Non Voting	10/17/2008			J <u>(1)</u>	V	37.534	A	\$ 34.41	5,908.672	D	

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Common Stock - Non Voting	10/17/2008	J <u>(1)</u> V 0.157	A	\$ 34.41	24.748 (2)	I	As custodian for son
Common Stock - Non Voting	10/17/2008	J <u>(1)</u> V 0.157	A	\$ 34.41	24.748 (2)	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.

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	• •	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
				(A) or Disposed						Repo Trans
				of (D)						(Instr
				(Instr. 3,						(23362
				4, and 5)						
								Amount		
					Date Exercisable	Expiration Date	Title	or Number of		
			Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Stetz Gordon McKenzie JR MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152

Executive Vice President & CFO

## **Signatures**

W. Geoffrey Carpenter, Attorney-in-Fact

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **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) These shares were previously reported in the Reporting Person's prior Form 4 as direct holdings.

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.