

Stetz Gordon McKenzie JR
 Form 4/A
 January 22, 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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/16/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President & CFO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/18/2009

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 | 03/16/2009 | | M | | 2,105 | A | \$ 37.59 | 19,916.91 | D | |
| Common Stock - Voting | 03/16/2009 | | F | | 721 | D | \$ 31.45 | 19,195.91 | D | |
| Common Stock - Voting | | | | | | | | 973.2753 | I | 401(k) Plan |
| Common Stock - Voting | 03/16/2009 | | M | | 702 | A | \$ | 6,656.61 | D | |

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| | | | | | | | | | |
|------------------------------------|------------|--|---|-----|---|-------------|----------|---|----------------------------|
| Stock - Non Voting | | | | | | 37.59 | | | |
| Common Stock - Non Voting | 03/16/2009 | | F | 241 | D | \$ 31.45 | 6,415.61 | D | |
| Common Stock - Non Voting | | | | | | | 24.94 | I | As custodian for son |
| Common Stock - Non Voting | | | | | | | 24.94 | I | As custodian 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 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. Pr Deriv Secu (Instr | |
|---|---|---|---|---|---|--|---|------------------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 37.59 | 03/16/2009 | | M | 2,105 | <u>(1)</u> | <u>(1)</u> | Common Stock - Voting | 2,105 |
| Restricted Stock Units | \$ 37.59 | 03/16/2009 | | M | 702 | <u>(1)</u> | <u>(1)</u> | Common Stock - Non Voting | 702 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | 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

01/22/2010

**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 a distribution of common stock equal to 50% of the grant in the two years following the grant. Once vested, the Restricted Stock Units are settled in an equal number of shares of Common Stock.
 - (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. 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.