

Langmead Charles T
Form 4
July 24, 2009

FORM 4

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

OMB APPROVAL

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

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 *
Langmead Charles T

(Last) (First) (Middle)

MCCORMICK & COMPANY,
INCORPORATED, 18 LOVETON
CIRCLE

(Street)

SPARKS, MD 21152

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MCCORMICK & CO INC [MKC]

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President US Industrial Group

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

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) Code V Amount (D) Price | | | |
| Common Stock - Voting | | | | | 37,264.07 | D | |
| Common Stock - Voting | | | | | 14,740.0547 (1) | I | 401(k) Retirement Plan |
| Common Stock - Non Voting | 07/22/2009 | | G | V 1,500 D (2) | 10,867.06 | D | |

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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. P... Deri... Secu... (Inst... | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|-----------------|-----------------------|----------------------------|------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock | (3) | 07/20/2009 | | A | V | 8.3952 | | (3) | (3) | Common Stock - Voting | 8.3952 | \$ 3 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Langmead Charles T
MCCORMICK & COMPANY, INCORPORATED
18 LOVETON CIRCLE
SPARKS, MD 21152

President US Industrial Group

Signatures

W. Geoffrey Carpenter,
Attorney-in-fact

07/24/2009

__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) Includes 192 shares acquired under McCormick's 401(k) plan since the date of the reporting person's last ownership report.

(2) Shares gifted; no purchase price required.

(3) Dividend Reinvestment. Each share of phantom stock represents the right to receive one share of Common Stock-Voting. Shares of phantom stock are payable in shares of Common Stock-Voting in accordance with the terms of the Deferred Compensation Plan.

(4) Amount includes 1338.65 shares of phantom stock previously reported in Table I as Common Stock-Voting.

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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