

WILSON ALAN D
Form 4
October 18, 2010

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 *
WILSON ALAN D

(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)
10/18/2010

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)
Chairman, President & CEO

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)	Price				
				Code	V	Amount			
Common Stock - Voting	10/18/2010		M		41,325	A	\$ 38.35	137,715.05	D
Common Stock - Voting	10/18/2010		F		38,965	D	\$ 42.71	98,750.05	D
Common Stock - Voting	10/18/2010		M		28,800	A	\$ 32.83	127,550.05	D
Common Stock - Voting	10/18/2010		F		25,072	D	\$	102,478.05	D

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Stock - Voting					42.71			
Common Stock - Voting	10/18/2010	M	65,565	A	\$ 30.6	168,043.05	D	
Common Stock - Voting	10/18/2010	F	55,161	D	\$ 42.71	112,882.05	D	
Common Stock - Voting						9,478.33	I	401(k) Retirement Plan
Common Stock - Non Voting	10/18/2010	M	21,855	A	\$ 30.6	23,457.54	D	
Common Stock - Non Voting	10/18/2010	F	18,388	D	\$ 42.71	5,069.54	D	
Common Stock - Non Voting	10/18/2010	M	13,775	A	\$ 38.35	18,844.54	D	
Common Stock - Non Voting	10/18/2010	F	12,989	D	\$ 42.71	5,855.54	D	
Common Stock - Non Voting	10/18/2010	M	9,600	A	\$ 32.83	15,455.54	D	
Common Stock - Non Voting	10/18/2010	F	8,358	D	\$ 42.71	7,097.54	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(2)							(2)	(2)	Common Stock - Voting	6.57
Option - Right to Buy	\$ 38.35	10/18/2010		M		41,325		01/25/2006	01/24/2015	Common Stock - Voting	41,325
Option - Right to Buy	\$ 32.83	10/18/2010		M		28,800		02/28/2007	02/27/2016	Common Stock - Voting	28,800
Option - Right to Buy	\$ 30.6	10/18/2010		M		65,565		01/27/2005	01/26/2014	Common Stock - Voting	65,565
Option - Right to Buy	\$ 30.6	10/18/2010		M		21,855		01/27/2005	01/26/2014	Common Stock - Non Voting	21,855
Option - Right to Buy	\$ 38.35	10/18/2010		M		13,775		01/25/2006	01/24/2015	Common Stock - Non Voting	13,775
Option - Right to Buy	\$ 32.83	10/18/2010		M		9,600		02/28/2007	02/27/2016	Common Stock - Non Voting	9,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON ALAN D MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X		Chairman, President & CEO	

Signatures

W. Geoffrey Carpenter,
Attorney-in-fact

10/18/2010

__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) Option exercised.

(2) Dividend Reinvestment

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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