

BILBREY JOHN P  
Form 4  
March 27, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**BILBREY JOHN P**

(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)  
**03/25/2009**

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                                       |
| Common Stock - Voting           |                                      |                                                    |                                |                                                                   | 4,325                                                                                         | D                                                        |                                                       |
| Common Stock - Voting           |                                      |                                                    |                                |                                                                   | 4,972.42                                                                                      | I                                                        | Deferred Compensation Plan                            |
| Common Stock - Non Voting       |                                      |                                                    |                                |                                                                   | 1,250                                                                                         | D                                                        |                                                       |

Edgar Filing: BILBREY JOHN P - Form 4

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 | 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Option - Right to Buy                      | \$ 29.89                                               | 03/25/2009                           |                                                    | A                              | 3,750                                                                                   | <u>(1)</u> 03/24/2019                                    | Common Stock - Voting                                         | 3,750                         |
| Option - Right to Buy                      | \$ 29.89                                               | 03/25/2009                           |                                                    | A                              | 1,250                                                                                   | <u>(1)</u> 03/24/2019                                    | Common Stock - Non Voting                                     | 1,250                         |
| Restricted Stock Units                     | <u>(2)</u>                                             | 03/25/2009                           |                                                    | A                              | 1,882                                                                                   | <u>(3)</u> <u>(3)</u>                                    | Common Stock - Voting                                         | 1,882                         |
| Restricted Stock Units                     | <u>(2)</u>                                             | 03/25/2009                           |                                                    | A                              | 628                                                                                     | <u>(3)</u> <u>(3)</u>                                    | Common Stock - Non Voting                                     | 628                           |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                              | Director      | 10% Owner | Officer | Other |
| BILBREY JOHN P<br>MCCORMICK & COMPANY, INCORPORATED<br>18 LOVETON CIRCLE<br>SPARKS, MD 21152 | X             |           |         |       |

## Signatures

W. Geoffrey Carpenter,  
Attorney-in-Fact

03/27/2009

\_\_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) The option vests in full on 3/25/2010, the first anniversary of the grant.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock, or Common Stock - Non Voting, as applicable.
- (3) The restricted stock units vest in full on 3/15/2010, the first anniversary of the grant date, and are settled in an equal number of shares of Common Stock or Common Stock - Non Voting, as applicable.

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.