UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended November 30, 2008 **Commission file number 001-14920**

McCORMICK & COMPANY, INCORPORATED

Maryland (State of incorporation)	**52-0408290** (IRS Employer Identification No.)
18 Loveton Circle **Sparks, Maryland** (Address of principal executive offices)	**21152** (Zip Code)

Registrant's telephone number, including area code: (410) 771-7301

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of each exchange on which registered
Common Stock, No Par Value	**New York Stock Exchange**
Common Stock Non-Voting, No Par Value	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: Not applicable.

Indicate By check mark if the registrant is a well-know seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Act). (Check one)

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-Accelerated Filer	☐	Smaller Reporting Company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

The aggregate market value of the voting common equity held by non-affiliates at May 31, 2008: $295,899,533

The aggregate market value of the non-voting common equity held by non-affiliates at May 31, 2008: $4,350,496,610

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Number of Shares Outstanding	Date
Common Stock	12,345,213	December 31, 2008
Common Stock Non-Voting	117,763,031	December 31, 2008

DOCUMENTS INCORPORATED BY REFERENCE

Document	Part of 10-K into which incorporated
Annual Report to Stockholders for Fiscal Year Ended November 30, 2008	Part I, Part II

Explanatory Note

McCormick & Company, Inc. is filing this amendment to Item 15 of its Annual Report on Form 10-K for the fiscal year ended November 30, 2008, to include the financial statements required by Form 11-K with respect to the McCormick 401(K) Retirement Plan for the years ended November 30, 2008 and 2007, the Zatarain's Partnership L.P. 401(K) Retirement Plan for the years ended December 31, 2008 and 2007, and the Mojave Foods Corporation 401(K) Retirement Plan for the years ended November 30, 2008 and 2007. This amendment does not affect the Company's historical results of operations, financial condition or cash flows for any periods presented.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended November 30, 2008

Commission File Number 001-14920

THE McCORMICK 401(K) RETIREMENT PLAN
THE ZATARAIN'S PARTNERSHIP L.P. 401(K) RETIREMENT PLAN
THE MOJAVE FOODS CORPORATION 401(K) RETIREMENT PLAN

Full title of plans

McCORMICK & COMPANY, INCORPORATED
18 Loveton Circle
Sparks, Maryland 21152
Name of issuer of the securities held pursuant to the plan
and address of its principal office

Required Information

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

a) i) Report of Registered Public Accounting Firm

ii) Statements of Net Assets Available For Benefits

iii) Statements of Changes in Net Assets Available For Benefits

iv) Notes to Financial Statements

b) Exhibits: Consent of Independent Registered Public Accounting Firm.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

THE McCORMICK 401(K) RETIREMENT PLAN

DATE: May 21, 2009

By: /s/ Cecile K. Perich
Cecile K. Perich
Vice President - Human Relations and Plan Administrator

The McCormick 401(k) Retirement Plan

Financial Statements and Supplemental Schedule Together with Report of Independent Registered Public Accounting Firm

As of November 30, 2008 and 2007

SB & COMPANY, LLC
Experience • Quality • Client Service

November 30, 2008 and 2007

CONTENTS

SB & COMPANY, LLC
EXPERIENCE • QUALITY • CLIENT SERVICE

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Investment Committee
McCormick & Company, Incorporated

We have audited the accompanying statements of net assets available for benefits of The McCormick 401(k) Retirement Plan (the Plan) as of November 30, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended November 30, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of November 30, 2008 and 2007, and the changes in its net assets available for benefits for the year ended November 30, 2008, in conformity with accounting principles generally accepted in the Unites States of America.

200 International Circle Ÿ Suite 5500 Ÿ Hunt Valley Ÿ Maryland 21030 Ÿ P 410-584-0060 Ÿ F 410-584-0061

SB & COMPANY, LLC
Experience • Quality • Client Service

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of November 30, 2008 is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ SB & Company, LLC

Hunt Valley, Maryland
May 21, 2009

The McCormick 401(k) Retirement Plan

Statements of Net Assets Available for Benefits
As of November 30, 2008 and 2007

	2008	2007
ASSETS		
Investments:		
Securities – at fair value, participant directed:		
McCormick Stock Fund	**$ 88,164,501**	$ 113,983,182
Pooled, common and collective funds	**34,010,105**	24,180,133
Mutual funds	**131,656,831**	223,999,532
Participant loans	**3,999,478**	3,823,621
Total Investments	**257,830,915**	365,986,468
Receivables:		
Employer contribution	**38,191**	33,588
Employee contributions	**98,621**	69,114
Accrued interest and dividends	**131,289**	119,514
Due from funds for securities sold, net	**—**	939,135
Total Receivables	**268,101**	1,161,351
Total Assets at Fair Value	**258,099,016**	367,147,819
LIABILITIES		
Due to funds for securities purchased	**66,564**	—
Net Assets at Fair Value	**258,032,452**	367,147,819
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	**1,903,417**	72,759
Net Assets Available for Benefits	**$ 259,935,869**	$ 367,220,578

The accompanying notes are an integral part of these financial statements.

The McCormick 401(k) Retirement Plan

Statement of Changes in Net Assets Available for Benefits
For the Year Ended November 30, 2008

ADDITIONS	
Contributions:	
Employer contributions	**$ 5,678,455**
Employee contributions	**13,819,507**
Earnings from investments:	
Dividends:	
McCormick & Company, Incorporated	**2,517,579**
Mutual funds	**3,820,420**
Other, net	**314,436**
Total Additions	**26,150,397**
DEDUCTIONS	
Net depreciation of investments	**101,134,765**
Participant withdrawals	**32,284,698**
Administrative expenses	**15,643**
Total Deductions	**133,435,106**
Net decrease	**(107,284,709)**
Net assets available for benefits, beginning of year	**367,220,578**
Net Assets Available for Benefits, End of Year	**$ 259,935,869**

The accompanying notes are an integral part of this financial statement.

1. DESCRIPTION OF THE PLAN

The McCormick 401(k) Retirement Plan (the Plan) is a defined contribution plan sponsored by McCormick & Company, Incorporated (the Company, the Plan Sponsor), which incorporates a 401(k) savings and investment option.

Effective March 22, 2002, the Plan was amended to provide that the McCormick & Company, Incorporated Common Stock Fund investment option is designated as an employee stock ownership plan (ESOP). This designation allows participants investing in McCormick & Company, Incorporated common stock to elect to receive, in cash, dividends that are paid on McCormick & Company, Incorporated common stock held in their 401(k) Retirement Plan accounts. Dividends may also continue to be reinvested. The McCormick & Company, Incorporated common stock fund invests principally in common stock of the Plan Sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, the vesting provisions and investment alternatives are contained in the Plan Document.

Contributions

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 100% of their earnings, subject to certain limitations. Effective December 1, 2000, the Company and participating subsidiaries provide a matching contribution of 100% of the first 3% of an employee's contribution, and 50% on the next 2% of the employee's contribution. An employee is required to have one year of service with the Company to be eligible for the matching contribution.

Participants are immediately vested in their contributions, the Company's contributions, including matching contributions, and all related earnings.

Participants' elective contributions, as well as Company matching contributions, are invested in the Plan's investment funds as directed by the participant.

1. **DESCRIPTION OF THE PLAN** (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution, the employer's contribution made on his or her behalf plus a proportionate interest in the investment earnings of the funds in which the contributions are vested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

Participant Loans

Participants are permitted to take loans from their account balances, subject to a $500 minimum. The maximum of any loan cannot exceed one-half of the participant's contributed account balance or $50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Company's Investment Committee determines the interest rate for loans based on current market rates. The loans are secured by the participant's account and bear interest at rates ranging from 5.00% to 8.50%.

Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer loan terms are available for loans taken to purchase, construct, reconstruct, or substantially rehabilitate a primary home for the participant or the participant's immediate family.

Payment of Benefits

Participants may choose to receive account distributions either in the form of a lump sum payment or installments over a period of time as defined in the Plan Agreement. Benefits and withdrawals are recorded when paid.

Plan Termination

Upon termination of service, a participant with an account balance greater than $5,000 may elect to leave his or her account balance invested in the Plan, elect to rollover his or her entire balance to an Individual Retirement Account (IRA) or another qualified plan, elect to receive a lump-sum payment equal to his or her entire balance or elect annual installments to extend from two to eight years. Upon termination of service, a participant with an account balance less than $5,000 may elect to rollover his or her entire balance to an IRA or another qualified plan or elect to receive a lump-sum payment equal to his or her entire balance. In the absence of instruction from a participant, balances less than $1,000 automatically will be paid directly to the participant and those greater than $1,000 will be rolled over to an IRA designated by the Plan Administrator.

1. DESCRIPTION OF THE PLAN (continued)

Plan Termination (continued)

The Company has no intentions to terminate the plan, however the Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial or other good causes make it necessary to do so. Also the Company may amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested benefits.

2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Adoption of New Accounting Guidance

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the “FSP”). The FSP defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined-contribution health and welfare and pension plans. The financial statement presentation and disclosure provisions of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006, and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan has adopted the provisions of the FSP as of November 30, 2007.

As required by the FSP, investments in the accompanying statements of net assets available for benefits include fully benefit-responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pension Plans*, as amended, requires fully benefit-responsive investment contracts to be reported at fair value in the Plan’s statements of net assets available for benefits with a corresponding adjustment to reflect these investments at contract value.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Valuation of Securities and Income Recognition

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the Plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers' estimate of the individual closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the accompanying statement of changes in net assets available for benefits as net depreciation of investments.

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of investments are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick & Company, Incorporated common stock (voting and non-voting) and funds held in the Wells Fargo Short-Term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick common stock and the cash investments held by the Fund. As of November 30, 2008, 4,575,549 units were outstanding with a value of approximately $19.27 per unit (3,613,549 units were outstanding with a value of approximately $31.54 per unit as of November 30, 2007). As of November 30, 2008, the Fund held 2,905,421 shares of McCormick & Company, Incorporated common stock with an aggregate value of $86,494,373 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of $1,670,128. As of November 30, 2007, the Fund held 2,966,128 shares of McCormick & Company, Incorporated common stock with an aggregate value of $113,335,761 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of $647,421.

One of the investment options offered by the Plan, the Wells Fargo Stable Return Fund N (the "Stable Return Fund"), is a common collective trust that is fully invested in Wells Fargo Stable Return Fund G, which is fully invested in contracts deemed to be fully benefit-responsive within the meaning of the FSP. Accordingly, in the Statements of Net Assets Available for Benefits, the Stable Return Fund, along with the Plan's other investments, is stated at fair value with a corresponding adjustment to reflect the investment in the Stable Return Fund at contract value. Contract value represents cost plus accrued income minus redemptions.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Valuation of Securities and Income Recognition (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Company provides the Plan with certain management and administrative services for which no fees are charged; however, participant loan service fees are paid by the Plan and included as administrative expenses.

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ("SFAS No. 157"). SFAS No. 157 provides a common definition of fair value to be applied to existing accounting principles generally accepted in the United States requiring the use of fair value measures, establishes a framework for measuring fair value and enhances disclosure about fair value measures under other accounting pronouncements, but does not change existing guidance as to whether or not an asset or liability is carried at fair value. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and, as such, was adopted by the Plan in 2008. Adoption of SFAS No. 157 did not have a material impact to the Plan.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of year end and the changes therein and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated February 25, 2004, stating that the Plan as designed is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to receiving the determination from the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan sponsor believes the Plan is designed and currently being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

4. INVESTMENTS

The Plan's investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. During the year ended November 30, 2008 the Plan's investments (including investments bought, sold, or held throughout the year) (depreciated) appreciated in value by $(101,134,765), as follows:

McCormick & Company, Incorporated—Common stock	**$ (24,084,127)**
Pooled, common and collective funds	**3,015,237**
Mutual funds	**(80,065,875)**
Total	**$(101,134,765)**

The value of individual investments that represent 5% or more of the Plan's net assets available for benefits as of November 30, 2008 and 2007 are as follows:

	As of November 30,	
	2008	2007
McCormick & Company, Incorporated - Common stock fund	**$ 88,164,501**	$ 113,983,182
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund (at contract value)	**35,913,522**	24,252,892
Mutual funds:		
Vanguard S&P 500 Index Fund	**25,524,290**	45,930,340
Blackrock Large Cap Core Fund	**21,853,972**	39,770,870
Vanguard Total Bond Market Index Fund	**16,671,258**	—
American Funds EuroPacific Growth Fund	**13,707,221**	29,860,746

4. INVESTMENTS (continued)

Fair Value Measurements

Financial Accounting Standards Board Statement No. 157, *Fair Value Measurements* (FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at November 30, 2008.

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

4. INVESTMENTS (continued)

Fair Value Measurements

Guaranteed investment contract: Valued at the relative fair value of the underlying market value of investments in the contract.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of November 30, 2008:

	Assets at Fair Value as of November 30, 2008			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 131,656,831	$ —	$ —	$ 131,656,831
Common stocks	88,164,501	—	—	88,164,501
Guaranteed investment contract	—	34,010,105	—	34,010,105
Participant loans	—	—	3,999,478	3,999,478
Total assets at fair value	$ 219,821,332	$ 34,010,105	$ 3,999,478	$ 257,830,915

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended November 30, 2008

	Participant Loans
Balance, beginning of year	$3,823,621
Realized gains/(losses)	—
Unrealized gains/(losses) relating to instruments still held at the reporting date	—
Purchases, sales, issuances and settlements, net	175,857
Balance, end of year	$3,999,478

5. TRANSACTIONS WITH PARTIES-IN-INTEREST

The Plan holds investments in common stock of McCormick & Company, Incorporated, the Plan Sponsor, and in funds managed by affiliates of Wells Fargo Minnesota N.A., the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo Minnesota N.A. funds are at the same rates as non-affiliated holders of these securities.

6. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following table presents a reconciliation of net assets available for benefits and net increase (decrease) in net assets available for benefits between the accompanying financial statements and the Form 5500:

	As of November 30, 2008	As of November 30, 2007
Statements of Net Assets Available for Benefits		
Net assets available for benefits per the financial statements	**$259,935,869**	$367,220,578
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(1,903,417)**	(72,759)
Net assets available for benefits per the Form 5500, at fair value	**$258,032,452**	$367,147,819

	Year Ended November 30, 2008
Statement of Changes in Net Assets Available for Benefits:	
Net increase (decrease) in net assets available for benefits per the financial statements	**$ (107,284,709)**
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(1,830,658)**
Net increase (decrease) in net assets available for benefits per Form 5500	**$ (109,115,367)**

Supplemental Schedule

The McCormick 401(k) Retirement Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
As of November 30, 2008

Description of Investments	Shares Held	Current Value
McCormick Stock Fund		
McCormick & Company, Incorporated		
Common Stock*	2,905,421	$ 86,494,373
Money Market Fund		
Wells Fargo Short-Term Investment Money Market Fund*	1,670,128	1,670,128
		88,164,501
Pooled, Common and Collective Funds		
Wells Fargo Stable Return Fund*	788,822	34,010,105
Mutual Funds		
Vanguard S&P 500 Index Fund	309,949	25,524,290
Blackrock Large Cap Core Fund	2,731,747	21,853,972
Vanguard Total Bond Market Index Fund	1,685,668	16,671,258
American Funds EuroPacific Growth Fund	486,935	13,707,221
Vanguard Target Retirement Fund 2025	948,210	8,818,356
Vanguard Windsor II Fund Adm	213,137	7,204,036
ICM Small Company Value Fund	350,589	7,113,452
Vanguard Target Retirement Fund 2015	550,957	5,294,694
Managers Small Cap Fund	475,475	4,973,471
Vanguard Target Retirement Fund #308	398,346	3,708,602
Vanguard Total International Stock Index	353,691	3,635,939
T Rowe Price Growth Stock Fund	176,200	3,330,187
Vanguard Mid Cap Index Fund	276,934	3,190,281
Vanguard Target Retirement Fund 2035	340,138	3,149,679
Vanguard Small Cap Index Signal	83,223	1,481,369
Vanguard Target Retirement Fund 2045	110,162	1,054,252
Pimco Total Return Fund	91,823	945,772
		131,656,831
Participant loans (5.00% – 8.50% annual interest rates)*		3,999,478
		$ 257,830,915

*   Indicates parties-in-interest to the Plan.

Note: Historical cost has been omitted, as all investments are participant directed.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements pertaining to the McCormick 401(k) Retirement Plan, Mojave Foods Corporation 401(k) Retirement Plan and Zatarain's Partnership, L.P. 401(k) Savings Plan of McCormick & Company, Inc. of our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, and our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2008.

Form	Registration Number	Date Filed
S-8	333-158573	04/14/2009
S-8	333-155775	11/28/2008
S-8	333-150043	04/02/2008
S-3	333-147809	12/04/2007
S-8	333-142020	04/11/2007
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-57590	03/26/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	333-23727	03/21/1997

/s/ SB & Company LLC

May 21, 2009
Hunt Valley, Maryland

Required Information

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

a) i) Report of Registered Public Accounting Firm

v) Statements of Net Assets Available For Benefits

vi) Statements of Changes in Net Assets Available For Benefits

vii) Notes to Financial Statements

b) Exhibits: Consent of Independent Registered Public Accounting Firm.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

THE ZATARAIN'S PARTNERSHIP L.P. 401(K) RETIREMENT PLAN

DATE: May 21, 2009

By: /s/ Regina Templet
Regina Templet
Director of Finance – Zatarain's Brands and Plan Administrator

The Zatarain's Partnership, L.P. 401(k) Savings Plan

Financial Statements and Supplemental Schedule Together with Report of Independent Registered Public Accounting Firm

As of December 31, 2008 and 2007

SB & COMPANY, LLC
EXPERIENCE • QUALITY • CLIENT SERVICE

December 31, 2008 and 2007

CONTENTS

SB & COMPANY, LLC
EXPERIENCE • QUALITY • CLIENT SERVICE

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Investment Committee
McCormick & Company, Incorporated
(on behalf of The Zatarain's Partnership, L.P. 401(k) Savings Plan)

We have audited the accompanying statements of net assets available for benefits of The Zatarain's Partnership, L.P. 401(k) Savings Plan (the Plan) as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007 and the changes in its net assets available for benefits for the year ended December 31, 2008, in conformity with accounting principles generally accepted in the Unites States of America.

200 International Circle • Suite 5500 • Hunt Valley • Maryland 21030 • P 410-584-0060 • F 410-584-0061

SB & COMPANY, LLC
EXPERIENCE • QUALITY • CLIENT SERVICE

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2008 is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ SB & Company, LLC

Hunt Valley, Maryland
May 21, 2009

The Zatarain's Partnership, L.P. 401(k) Savings Plan

Statements of Net Assets Available for Benefits
As of December 31, 2008 and 2007

	2008	2007
ASSETS		
Investments:		
Securities – at fair value, participant directed:		
McCormick Stock Fund	**$ 94,246**	$ 41,313
Pooled, common and collective fund	**937,813**	739,043
Mutual funds	**4,203,971**	7,098,386
Participant loan	**156,807**	83,294
Total Investments	**5,392,837**	7,962,036
Receivables:		
Employer contribution	**357,000**	318,742
Employee contributions	**—**	496
Accrued interest and dividends	**2,870**	2,649
Total Receivables	**359,870**	321,887
Total Assets at Fair Value	**5,752,707**	8,283,923
LIABILITIES		
Due to funds for securities purchased	**2,359**	2,493
Net Assets at Fair Value	**5,750,348**	8,281,430
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	**52,486**	2,224
Net Assets Available for Benefits	**$ 5,802,834**	$ 8,283,654

The accompanying notes are an integral part of these financial statements.

The Zatarain's Partnership, L.P. 401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2008

ADDITIONS	
Contributions:	
Employer contributions	**$ 420,563**
Employee contributions	**265,905**
Earnings from investments:	
Dividends:	
McCormick & Company, Incorporated	**1,767**
Mutual funds	**119,834**
Other, net	**6,125**
Total Additions	**814,194**
DEDUCTIONS	
Net depreciation of investments	**2,287,456**
Participant withdrawals	**1,006,958**
Administration expenses	**600**
Total Deductions	**3,295,014**
Net decrease	**(2,480,820)**
Net assets available for benefits, beginning of year	**8,283,654**
Net Assets Available for Benefits, End of Year	**$ 5,802,834**

The accompanying notes are an integral part of this financial statement.

1. DESCRIPTION OF THE PLAN

The Zatarain's Partnership, L.P. 401(k) Savings Plan (the Plan) is a defined contribution plan sponsored by Zatarain's Partnership, L.P. (the Company, the Plan Sponsor), which incorporates a 401(k) savings and investment option. The investment option in common stock of McCormick & Company, Incorporated was added April 1, 2004. The Company is a wholly owned subsidiary of McCormick & Company, Incorporated. The Plan covers all full-time employees of Zatarain's Partnership, L.P. who have completed one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, vesting provisions, and investment alternatives are contained in the Plan Document.

Contributions

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 100% of their earnings, subject to certain limitations. The Company provides a matching contribution of 35% of an employee's contribution on the first 6% of the employee's eligible compensation. The Company may also contribute annually 3% of an employee's eligible compensation as a profit-sharing contribution. An employee is required to have at least one year of service to be eligible for matching or profit-sharing contributions. During the year ended December 31, 2008, the Company made profit-sharing contributions of $420,563.

Participants are immediately vested in their contributions, the profit-sharing contribution and all earnings on their vested balances. The Company's matching contributions vest as follows:

After Years of Service	Vesting Percentage
1	0%
2	20%
3	50%
4	60%
5	100%

Participant's contributions are invested in the Plan's investment funds as directed by the participant. At each plan year end, the employer profit-sharing contribution is unallocated. Forfeitures of Company contributions are used to offset future Company contributions. Forfeitures during the year ended December 31, 2008 were $4,533, which were used to reduce the Company's contribution.

1. DESCRIPTION OF THE PLAN (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution, and an allocation of the employer's contribution made on his or her behalf plus a proportionate interest in the investment earnings of the funds in which the contributions are vested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

Participant Loans

Participants are permitted to take loans from their account balances, subject to a $1,000 minimum. The maximum amount of any loan cannot exceed one-half of the participant's contributed account balance or $50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Plan Sponsor (the Company) determines the interest rate for loans based on current market rates. The loans are secured by the participant's account and bear interest at rates ranging from 4.25% to 8.25%.

Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer terms are available for loans taken to purchase, construct or substantially rehabilitate a primary home for the participant or the participant's immediate family.

Payment of Benefits

Participants may choose to receive account distributions either in the form of a lump sum payment or installments over a period of time as defined in the Plan Agreement. Benefits and withdrawals are recorded when paid.

Plan Termination

Upon termination of service, a participant with an account balance greater than $1,000 may elect to rollover the balance to an Individual Retirement Account or another qualified plan or elect to receive a lump-sum payment equal to his or her account balance. Balances less than $1,000 will automatically be paid directly to the participant.

The Company has no intentions to terminate the plan, however the Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial or other good causes make it necessary to do so. Also the Company may amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested benefits.

2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Adoption of New Accounting Guidance

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the "FSP"). The FSP defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined-contribution health and welfare and pension plans. The financial statement presentation and disclosure provisions of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006, and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan has adopted the provisions of the FSP as of November 30, 2007.

As required by the FSP, investments in the accompanying statements of net assets available for benefits include fully benefit-responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined-Contribution Pension Plans*, as amended, requires fully benefit-responsive investment contracts to be reported at fair value in the Plan's statements of net assets available for benefits with a corresponding adjustment to reflect these investments at contract value.

Valuation of Securities and Income Recognition

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the Plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers' estimate of the individual investments held by the fund. Mutual funds are valued at the closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the accompanying statement of changes in net assets available for benefits as net depreciation of investments.

2. **SIGNIFICANT ACCOUNTING POLICIES** (continued)

Valuation of Securities and Income Recognition (continued)

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of an investment are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick & Company, Incorporated common stock (voting and non-voting) and funds held in the Wells Fargo Short-Term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick common stock and the cash investments held by the Fund. As of December 31, 2008, 10,708 units were outstanding with a value of approximately $8.80 per unit (4,551 units were outstanding with a value of approximately $9.08 per unit as of December 31, 2007). As of December 31, 2008, the Fund held 2,707 shares of McCormick & Company, Incorporated common stock with an aggregate value of $86,245 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of $8,001. As of December 31, 2007, the Fund held 996 shares of McCormick & Company, Incorporated common stock with an aggregate value of $37,758 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of $3,555.

One of the investment options offered by the Plan, the Wells Fargo Stable Return Fund N (the "Stable Return Fund"), is a common collective trust that is fully invested in Wells Fargo Stable Return Fund G, which is fully invested in contracts deemed to be fully benefit responsive within the meaning of the FSP. Accordingly, in the statements of net assets available for Benefits, the Stable Return Fund, along with the Plan's other investments, is stated at fair value with a corresponding adjustment to reflect the investment in the Stable Return Fund at contract value. Contract value represents cost plus accrued income minus redemptions.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Company provides the Plan with certain management and administrative services for which no fees are charged; however, participant loan service fees are paid by the Plan and included as administrative expenses.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ("SFAS No. 157"). SFAS No. 157 provides a common definition of fair value to be applied to existing accounting principles generally accepted in the United States requiring the use of fair value measures, establishes a framework for measuring fair value and enhances disclosure about fair value measures under other accounting pronouncements, but does not change existing guidance as to whether or not an asset or liability is carried at fair value. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and, as such, was adopted by the Plan in 2008. Adoption of SFAS No. 157 did not have a material impact to the Plan.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of year end and the changes therein and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated January 20, 2006, stating that the Plan as designed is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to receiving the determination from the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan sponsor believes the Plan is designed and currently being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

4. INVESTMENTS

The Plan's investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. During the year ended December 31, 2008, the Plan's investments (including investments bought, sold, or held throughout the year) (depreciated) appreciated in fair value by $(2,287,456) as follows:

McCormick & Company, Incorporated - Common stock	**$ (17,892)**
Pooled, common and collective funds	**86,444**
Mutual funds	**(2,356,008)**
Total	**$(2,287,456)**

The value of individual investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2008 and 2007 are as follows:

	As of December 31,	
	2008	**2007**
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund (at contract value)	**$990,299**	$ 741,267
Mutual funds:		
Vanguard Target Retirement 2025 #304	**810,285**	1,354,337
American Funds EuroPacific Growth Fund	**728,557**	1,881,441
T. Rowe Price Growth Stock Fund	**674,064**	1,522,686
Vanguard Total Bond Market Index I #222	**601,250**	—
Vanguard Institutional Index Fund	**503,272**	790,773
Vanguard Target Retirement 2015	**355,090**	239,123

4. INVESTMENTS (continued)

Fair Value Measurements

Financial Accounting Standards Board Statement No. 157, *Fair Value Measurements* (FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset’s or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2008.

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value (“NAV”) of shares held by the plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

4. INVESTMENTS (continued)

Fair Value Measurements (continued)

Guaranteed investment contract: Valued at the relative fair value of the underlying market value of investments in the contract.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2008:

	Assets at Fair Value as of December 31, 2008:			
	Level 1	Level 2	Level 3	Total
Mutual funds	$4,203,971	$ —	$ —	$4,203,971
Common stocks	94,246	—	—	94,246
Guaranteed investment contract	—	937,813	—	937,813
Participant loans	—	—	156,807	156,807
Total assets at fair value	$4,298,217	$937,813	$156,807	$5,392,837

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2008:

	Participant Loans
Balance, beginning of year	$ 83,294
Realized gains/(losses)	—
Unrealized gains/(losses) relating to instruments still held at the reporting date	—
Purchases, sales, issuances and settlements, net	73,513
Balance, end of year	$156,807

5. TRANSACTIONS WITH PARTIES-IN-INTEREST

The Plan holds investments in common stock of McCormick & Company, Incorporated, the Parent of the Plan Sponsor, and in funds managed by affiliates of Wells Fargo Minnesota N.A., the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo Minnesota N.A. funds are at the same rates as non-affiliated holders of these securities.

6. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following table presents a reconciliation of net assets available for benefits and net increase (decrease) in net assets available for benefits between the accompanying financial statements and the Form 5500:

	As of December 31, 2008	As of December 31, 2007
Statements of Net Assets Available for Benefits		
Net assets available for benefits per the financial statements	**$5,802,834**	$8,283,654
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(52,486)**	(2,224)
Net assets available for benefits per the Form 5500, at fair value	**$5,750,348**	$8,281,430

	Year Ended December 31, 2008
Statement of Changes in Net Assets Available for Benefits:	
Net increase (decrease) in net assets available for benefits per the financial statements	**$ (2,480,820)**
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(50,262)**
Net increase (decrease) in net assets available for benefits per Form 5500	**$ (2,531,082)**

Supplemental Schedule

The Zatarain’s Partnership, L.P. 401(k) Savings Plan

Schedule H, Line 4i—Schedule of Assets (Held at End of Year)
As of December 31, 2008

Description of Investments	Shares Held	Current Value
McCormick Stock Fund		
McCormick & Company, Incorporated		
Common stock*	2,707	**$ 86,245**
Money Market Fund		
Wells Fargo Short-Term Investment Money Market Fund*	8,001	**8,001**
		94,246
Pooled, Common and Collective Funds		
Wells Fargo Stable Return Fund*	21,683	**937,813**
Mutual Funds		
Vanguard Target Retirement 2025 #304	87,409	**810,285**
American Funds EuroPacific Growth Fund	26,066	**728,557**
T Rowe Price Growth Stock Fund	35,034	**674,064**
Vanguard Total Bond Market Index I #222	59,062	**601,250**
Vanguard Institutional Index Fund	6,097	**503,272**
Vanguard Target Retirement 2015	37,182	**355,090**
ICM Small Company Value Fund	5,673	**104,841**
Vanguard Total International Stock Index	9,016	**97,286**
Vanguard Target Retirement 2035 #305	10,152	**93,911**
Vanguard Target Retirement 2045 #306	5,178	**49,554**
Vanguard Windsor II Fund Adm	1,252	**42,458**
Blackrock Large Cap Core Fund	4,980	**42,033**
Vanguard Small Cap Index Signal	2,110	**38,805**
Vanguard Mid Cap Index Fund	2,846	**33,642**
Managers Small-Cap Fund	2,146	**23,737**
Vanguard Target Retirement Fund #308	407	**3,874**
Pimco Total Return Fund Institutional Shares #35	129	**1,312**
		4,203,971
Participant loans (4.25%—8.25% annual interest rates)*	N/A	**156,807**
		$5,392,837

* Indicates parties-in-interest to the Plan.

Note: Historical cost has been omitted, as all investments are participant directed.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements pertaining to the McCormick 401(k) Retirement Plan, Mojave Foods Corporation 401(k) Retirement Plan and Zatarain's Partnership, L.P. 401(k) Savings Plan of McCormick & Company, Inc. of our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, and our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2008.

Form	Registration Number	Date Filed
S-8	333-158573	04/14/2009
S-8	333-155775	11/28/2008
S-8	333-150043	04/02/2008
S-3	333-147809	12/04/2007
S-8	333-142020	04/11/2007
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-57590	03/26/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	333-23727	03/21/1997

/s/ SB & Company LLC

May 21, 2009
Hunt Valley, Maryland

Required Information

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

a) i) Report of Registered Public Accounting Firm

viii) Statements of Net Assets Available For Benefits

ix) Statements of Changes in Net Assets Available For Benefits

x) Notes to Financial Statements

b) Exhibits: Consent of Independent Registered Public Accounting Firm.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

THE MOJAVE FOODS CORPORATION 401(K) RETIREMENT PLAN

DATE: May 21, 2009

By: /s/ Craig Berger
Craig Berger
Director of Finance – Mojave Foods Corporation and Plan Administrator

The Mojave Foods Corporation 401(k) Retirement Plan

Financial Statements and Supplemental Schedule Together with Report of Independent Registered Public Accounting Firm

As of November 30, 2008 and 2007

SB & COMPANY, LLC
EXPERIENCE • QUALITY • CLIENT SERVICE

November 30, 2008 and 2007

CONTENTS

SB & COMPANY, LLC
EXPERIENCE • QUALITY • CLIENT SERVICE

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Investment Committee
McCormick & Company, Incorporated
(on behalf of The Mojave Foods Corporation 401(k) Retirement Plan)

We have audited the accompanying statements of net assets available for benefits of The Mojave Foods Corporation 401(k) Retirement Plan (the Plan) as of November 30, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended November 30, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of November 30, 2008 and 2007 and the changes in its net assets available for benefits for the year ended November 30, 2008, in conformity with accounting principles generally accepted in the Unites States of America.

SB & COMPANY, LLC
EXPERIENCE • QUALITY • CLIENT SERVICE

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of November 30, 2008 is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ SB & Company, LLC

Hunt Valley, Maryland
May 21, 2009

The Mojave Foods Corporation 401(k) Retirement Plan

Statements of Net Assets Available for Benefits
As of November 30, 2008 and 2007

	2008	2007
ASSETS		
Investments:		
Securities – at fair value, participant directed:		
McCormick Stock Fund	**$ 43,655**	$ 47,547
Pooled, common and collective funds	**91,288**	55,856
Mutual funds	**516,666**	618,480
Participant loans	**33,296**	10,312
Total Investments	**684,905**	732,195
Receivables:		
Employer contribution	**37,494**	35,757
Employee contributions	**244**	7,138
Accrued interest and dividends	**464**	319
Total Receivables	**38,202**	43,214
Total Assets at Fair Value	**723,107**	775,409
LIABILITIES		
Due to funds for securities purchased	**471**	—
Net Assets at Fair Value	**722,636**	775,409
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	**5,109**	168
Net Assets Available for Benefits	**$ 727,745**	$ 775,577

The accompanying notes are an integral part of these financial statements.

The Mojave Foods Corporation 401(k) Retirement Plan

Statement of Changes in Net Assets Available for Benefits
For the Year Ended November 30, 2008

ADDITIONS	
Contributions:	
Employer contributions	**$ 37,494**
Employee contributions	**168,942**
Earnings from investments:	
Dividends:	
McCormick & Company, Incorporated	**1,360**
Mutual funds	**15,386**
Other, net	**1,055**
Total Additions	**224,237**
DEDUCTIONS	
Net depreciation of investments	**247,062**
Participant withdrawals	**24,807**
Administrative expenses	**200**
Total Deductions	**272,069**
Net decrease	**(47,832)**
Net assets available for benefits, beginning of year	**775,577**
Net Assets Available for Benefits, End of Year	**$727,745**

The accompanying notes are an integral part of this financial statement.

1. DESCRIPTION OF THE PLAN

The Mojave Foods Corporation 401(k) Retirement Plan (the Plan) is a defined contribution plan sponsored by Mojave Foods Corporation (the Company, the Plan Sponsor), which incorporates a 401(k) savings and investment option. The Company is a wholly owned subsidiary of McCormick & Company, Incorporated. The Plan covers substantially all full-time employees of Mojave Foods Corporation who have completed six months of service. Employees classified as "leased employees" of the Company are not eligible for participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

The Plan began April 1, 2004. The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, vesting provisions, and investment alternatives are contained in the Plan document.

Contributions

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 60% of their earnings, subject to certain limitations. The Plan allows but does not require the Company to make matching contributions or other contributions at its discretion. Only participants employed by the Company on the last day of a plan year are eligible to receive any Company contributions made for such plan year. During the year ended November 30, 2008, the Company made a discretionary matching contribution of 20% of eligible employee pretax contributions.

Participants are immediately vested in their contributions, in earnings on their contributions, in matching Company contributions and in earnings on vested Company contributions.

Participants' elective contributions, as well as Company matching contributions, are invested in the Plan's investment funds as directed by the participant.

Participant Accounts

Each participant's account is credited with the participant's contribution, and an allocation of the employer's contribution made on his or her behalf plus a proportionate interest in the investment earnings of the funds in which the contributions are vested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

1. **DESCRIPTION OF THE PLAN** (continued)

Participant Loans

Participants are permitted to take loans from their account balances, subject to a $500 minimum. The maximum of any loan cannot exceed one-half of the participant's contributed account balance or $50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Plan Sponsor determines the interest rate for loans based on current market rates. The loans are secured by the participant's account and bear interest at rates ranging from 5.00% to 8.50%.

Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer terms are available for loans taken to purchase, construct, or substantially rehabilitate a primary home for the participant or the participant's immediate family.

Payment of Benefits

Participants may choose to receive account distributions either in the form of a lump sum payment or installments over a period of time as defined in the Plan Agreement. Benefits and withdrawals are recorded when paid.

Plan Termination

Upon termination of service, a participant with an account balance greater than $1,000 may elect to rollover the balance to an Individual Retirement Account, or another qualified plan, or elect to receive a lump-sum payment equal to his or her account balance. Balances less than $1,000 will automatically be paid directly to the participant.

The Company has no intentions to terminate the plan; however, the Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial or other good cause make it necessary to do so. Also the Company may amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested benefits.

2. SUMMARY OF ACCOUNTING POLICIES

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Adoption of New Accounting Guidance

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the "FSP"). The FSP defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined-contribution health and welfare and pension plans. The financial statement presentation and disclosure provisions of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006, and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan has adopted the provisions of the FSP as of November 30, 2007.

As required by the FSP, investments in the accompanying statements of net assets available for benefits include fully benefit-responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined-Contribution Pension Plans*, as amended, requires fully benefit-responsive investment contracts to be reported at fair value in the Plan's statements of net assets available for benefits with a corresponding adjustment to reflect these investments at contract value.

Valuation of Securities and Income Recognition

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the Plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers' estimate of the individual investments held by the fund. Mutual funds are valued at the closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the accompanying statement of changes in net assets available for benefits as net depreciation of investments.

2. SUMMARY OF ACCOUNTING POLICIES (continued)

Valuation of Securities and Income Recognition (continued)

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of investments are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick & Company, Incorporated common stock (voting and non-voting) and funds held in the Wells Fargo Short-Term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick & Company, Incorporated common stock and the cash investments held by the Fund. As of November 30, 2008, 5,046 units were outstanding with a value of approximately $8.65 per unit (5,649 units were outstanding with a value of approximately $8.42 per unit as of November 30, 2007). As of November 30, 2008, the Fund held 1,342 shares of McCormick & Company, Incorporated common stock with an aggregate value of $39,951 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of $3,704. As of November 30, 2007, the Fund held 1,126 shares of McCormick & Company, Incorporated common stock with an aggregate value of $43,024 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of $4,523.

One of the investment options offered by the Plan, the Wells Fargo Stable Return Fund N (the "Stable Return Fund"), is a common collective trust that is fully invested in Wells Fargo Stable Return Fund G, which is fully invested in contracts deemed to be fully benefit responsive within the meaning of the FSP. Accordingly, in the statements of net assets available for benefits, the Stable Return Fund, along with the Plan's other investments, is stated at fair value with a corresponding adjustment to reflect the investment in the Stable Return Fund at contract value. Contract value represents cost plus accrued income minus redemptions.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Company provides the Plan with certain management and administrative services for which no fees are charged; however, participant loan service fees are paid by the Plan and included as administrative expenses.

2. SUMMARY OF ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ("SFAS No. 157"). SFAS No. 157 provides a common definition of fair value to be applied to existing accounting principles generally accepted in the United States requiring the use of fair value measures, establishes a framework for measuring fair value and enhances disclosure about fair value measures under other accounting pronouncements, but does not change existing guidance as to whether or not an asset or liability is carried at fair value. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and, as such, was adopted by the Plan in 2008. Adoption of SFAS No. 157 did not have a material impact to the Plan.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of year end and the changes therein and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

3. INCOME TAX STATUS

The Plan was designed using a non-standardized prototype plan document and has received an opinion letter from the Internal Revenue Service (IRS) dated August 30, 2001 stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code, and therefore, the related trust is tax-exempt. In accordance with Revenue Procedure 2006-6 and Announcement 2001-77, the Plan sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore, believes that the Plan is qualified and the related trust is tax-exempt.

4. INVESTMENTS

The Plan's investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. During the year ended November 30, 2008, the Plan's investments (including investments bought, sold, or held throughout the year) (depreciated) appreciated in fair value by $(247,062), as follows:

McCormick & Company, Incorporated - Common stock	**$ (14,137)**
Pooled, common and collective funds	**7,934**
Mutual funds	**(240,859)**
Total	**$(247,062)**

The value of individual investments that represent 5% or more of the Plan's net assets available for benefits as of November 30, 2008 and 2007 are as follows:

	As of November 30,	
	2008	**2007**
McCormick & Company, Incorporated – common stock fund	**$ 39,951**	$47,547
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund (at contract value)	**96,397**	56,024
Mutual funds:		
Vanguard Total Bond Market Index Fund I #222	**114,184**	—
Vanguard Institutional Index Fund	**108,774**	—
ICM Small Company Portfolio Fund	**51,225**	77,646
Vanguard Target Retirement 2035 #305	**39,841**	56,491
Vanguard Target Retirement 2025 #304	**35,337**	38,563

4. INVESTMENTS (continued)

Fair Value Measurements (continued)

Financial Accounting Standards Board Statement No. 157, *Fair Value Measurements* (FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at November 30, 2008.

Common stocks, corporate bonds and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value ('NAV") of shares held by the plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

4. INVESTMENTS (continued)

Fair Value Measurements (continued)

Guaranteed investment contract: Valued at the relative fair value of the underlying market value of investments in the contract.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of November 30, 2008:

	Assets at Fair Value as of November 30, 2008			
	Level 1	Level 2	Level 3	Total
Mutual funds	$516,666	$ —	$ —	$ 516,666
Common stocks	43,655	—	—	43,655
Guaranteed investment contract	—	91,288	—	91,288
Participant loans	—	—	33,296	33,296
Total assets at fair value	$560,321	$91,288	$33,296	$ 684,905

Level 3 Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended November 30, 2008

	Participant Loans
Balance, beginning of year	$ 10,312
Realized gains/(losses)	—
Unrealized gains/(losses) relating to instruments still held at the reporting date	—
Purchases, sales, issuances and settlements, net	22,984
Balance, end of year	$ 33,296

5. TRANSACTIONS WITH PARTIES-IN-INTEREST

The Plan holds investments in common stock of McCormick & Company, Incorporated, the Parent of the Plan Sponsor, and in funds managed by affiliates of Wells Fargo Minnesota N.A., the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo Minnesota N.A. funds are at the same rates as non-affiliated holders of these securities.

6. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following table presents a reconciliation of net assets available for benefits and net increase (decrease) in net assets available for benefits between the accompanying financial statements and the Form 5500:

	As of November 30, 2008	As of November 30, 2007
Statements of Net Assets Available for Benefits		
Net assets available for benefits per the financial statements	**$693,585**	$775,577
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(5,109)**	(168)
Net assets available for benefits per the Form 5500, at fair value	**$688,476**	$775,409

	Year Ended November 30, 2008
Statement of Changes in Net Assets Available for Benefits:	
Net increase (decrease) in net assets available for benefits per the financial statements	**$ (81,992)**
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	**(4,941)**
Net increase (decrease) in net assets available for benefits per Form 5500	**$ (86,933)**

Supplemental Schedule

The Mojave Foods Corporation 401(k) Retirement Plan

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of November 30, 2008

Description of Investments	Shares Held	Current Value
McCormick Stock Fund		
McCormick & Company, Incorporated		
Common stock*	1,342	**$ 39,951**
Money Market Fund		
Wells Fargo Short-Term Investment Money Market Fund*	3,704	**3,704**
		43,655
Pooled, Common and Collective Funds		
Wells Fargo Stable Return Fund*	2,117	**91,288**
Mutual Funds		
Vanguard Total Bond Market Index Fund I #222	11,545	**114,184**
Vanguard Institutional Index Fund	1,321	**108,774**
ICM Small Company Portfolio Fund	2,525	**51,225**
Vanguard Target Retirement 2035 #305	4,302	**39,841**
Vanguard Target Retirement 2025 #304	3,800	**35,337**
Vanguard Windsor II Fund Adm	1,008	**34,085**
T. Rowe Price Growth Stock Fund	1,767	**33,396**
Vanguard Target Retirement Fund #308	3,569	**33,223**
American Funds EuroPacific Growth Fund	1,085	**30,550**
Vanguard Target Retirement 2015 #303	1,570	**15,085**
Blackrock Large Cap Core Fund	1,528	**12,220**
Vanguard Total International Stock Index	485	**4,985**
Vanguard Target Retirement Fund 2045 #306	316	**3,027**
Vanguard Mid Cap Index Fund	32	**366**
Managers Small Cap fund #416	18	**189**
Vanguard Small Cap Index Signal #1345	10	**179**
		516,666
Participant loans (5.00%-8.50 % annual interest rates)*	N/A	**33,296**
		$684,905

* Indicates parties-in-interest to the Plan.

Note: Historical cost has been omitted, as all investments are participant directed.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements pertaining to the McCormick 401(k) Retirement Plan, Mojave Foods Corporation 401(k) Retirement Plan and Zatarain's Partnership, L.P. 401(k) Savings Plan of McCormick & Company, Inc. of our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, and our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2008.

Form	Registration Number	Date Filed
S-8	333-158573	04/14/2009
S-8	333-155775	11/28/2008
S-8	333-150043	04/02/2008
S-3	333-147809	12/04/2007
S-8	333-142020	04/11/2007
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-57590	03/26/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	333-23727	03/21/1997

/s/ SB & Company LLC

May 21, 2009
Hunt Valley, Maryland