

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>WILSON ALAN D</u> (Last) (First) (Middle) MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE (Street) SPARKS MD 21152 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MCCORMICK & CO INC [MKC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) President - U.S. CPD
	3. Date of Earliest Transaction (Month/Day/Year) 04/16/2004	

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock - Voting	04/16/2004		J ⁽¹⁾	V	37.651	A	\$33.2523	8,980.456	D	
Common Stock - Voting	05/06/2004		M		12,600	A	\$16.625	21,580.456	D	
Common Stock - Voting	05/06/2004		F		6,031	D	\$34.73	15,549.456	D	
Common Stock - Voting	05/06/2004		S		2,240	D	\$34.73	13,309.456	D	
Common Stock - Voting	04/16/2004		J ⁽²⁾	V	3.512	A	\$33.33	839.621	I	Deferred Compensation Plan
Common Stock - Non-Voting	01/21/2004		J ⁽¹⁾	V	16.118	A	\$33.2523	3,844.509	D	
Common Stock - Non-Voting	05/06/2004		M		4,200	A	\$16.625	8,044.509	D	
Common Stock - Non-Voting	05/06/2004		F		2,011	D	\$34.73	6,043.509	D	
Common Stock - Non-Voting	05/06/2004		S		746	D	\$34.73	5,287.509	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock - Voting	\$16.625	05/06/2004		M			12,600	03/18/1999	03/17/2008	Common Stock - Voting	12,600	(3)	0	D	
Common Stock - Non-voting	\$16.625	05/06/2004		M			4,200	03/18/1999	03/17/2008	Common Stock - Voting	4,200	(3)	0	D	

Explanation of Responses:

- Shares acquired pursuant to the McCormick Dividend Reinvestment Plan.
- Shares acquired pursuant to Dividend Reinvestment in the McCormick Deferred Compensation Plan.
- Option exercise.

Remarks:

W. Geoffrey Carpenter, 05/07/2004
Attorney-in-fact

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

