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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
<a href="#">0000063754</a>	MCCORMICK & CO		<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
<b>Name of Issuer</b>			
MCCORMICK & CO INC			
<b>Jurisdiction of Incorporation/Organization</b>			
MARYLAND			
<b>Year of Incorporation/Organization</b>			
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
MCCORMICK & CO INC	18 Loveton Circle		Sparks	MD	21152	410-771-7301

3. Related Persons

Last Name	First Name	Middle Name	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/PostalCode
Bilbrey	John	P.	18 Loveton Circle		Sparks	MD	21152
<b>Relationship:</b>	Executive Officer	X Director	Promoter				

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name	Street Address 1	Street Address 2	City	State/Province/Country	ZIP/PostalCode
Brady	James	T.	18 Loveton Circle		Sparks	MD	21152
<b>Relationship:</b>	Executive Officer	X Director	Promoter				

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Fitzpatrick	J.	Michael
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Hrabowski	Freeman	A.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Mangan	Michael	D.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Langmead	Charles	T.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152
<b>Relationship:</b>	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Perich	Cecile	K.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152
<b>Relationship:</b>	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Stetz	Gordon	M.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Carpenter	W.	Geoffrey
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Wilson	Alan	D.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Beard	Paul	C.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Kelly	Kenneth	A.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Kurzius	Lawrence	E.
Street Address 1	Street Address 2	
18 Loveton Circle		
City	State/Province/Country	ZIP/PostalCode
Sparks	MD	21152

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
McGrath	Joseph	W.

<b>Street Address 1</b>	<b>Street Address 2</b>		
18 Loveton Circle			
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Sparks	MD	21152	
<b>Relationship:</b>	Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>	
Preston	Margaret	M.V.	
<b>Street Address 1</b>	<b>Street Address 2</b>		
18 Loveton Circle			
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Sparks	MD	21152	
<b>Relationship:</b>	Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>	
Roche	George	A.	
<b>Street Address 1</b>	<b>Street Address 2</b>		
18 Loveton Circle			
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Sparks	MD	21152	
<b>Relationship:</b>	Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>	
Stevens	William	E.	
<b>Street Address 1</b>	<b>Street Address 2</b>		
18 Loveton Circle			
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Sparks	MD	21152	
<b>Relationship:</b>	Executive Officer X Director	Promoter	

Clarification of Response (if Necessary):

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>	
Timbie	Mark	T.	
<b>Street Address 1</b>	<b>Street Address 2</b>		
18 Loveton Circle			
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Sparks	MD	21152	
<b>Relationship:</b>	X Executive Officer	Director Promoter	

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking		

Pooled Investment Fund	Other Health Care	Other Technology
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Manufacturing	Travel
Yes                      No	Real Estate	Airlines & Airports
	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	X Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
X Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505	
Rule 504 (b)(1)(i)	X Rule 506	
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)	
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)	
	Section 3(c)(1)	Section 3(c)(9)
	Section 3(c)(2)	Section 3(c)(10)
	Section 3(c)(3)	Section 3(c)(11)
	Section 3(c)(4)	Section 3(c)(12)
	Section 3(c)(5)	Section 3(c)(13)
	Section 3(c)(6)	Section 3(c)(14)
	Section 3(c)(7)	

7. Type of Filing

New Notice    Date of First Sale 2000-08-01    First Sale Yet to Occur  
X Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    X Yes    No

9. Type(s) of Securities Offered (select all that apply)

Equity  
 X Debt  
 Option, Warrant or Other Right to Acquire Another Security  
 Security to be Acquired Upon Exercise of Option, Warrant or  
 Other Right to Acquire Security

Pooled Investment Fund Interests  
 Tenant-in-Common Securities  
 Mineral Property Securities  
 Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

This Amendment is filed to update the issuer's Form D originally filed in 2006 in connection with the issuer's commercial paper program.

11. Minimum Investment

Minimum investment accepted from any outside investor \$250,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None	
Goldman Sachs & Co	361		
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number		X None
None	None		
	<b>Street Address 1</b>	<b>Street Address 2</b>	
85 Broad Street			
City	State/Province/Country		ZIP/Postal Code
New York	NY		10004
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
Banc of America Securities LLC	26091		
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number		X None
None	None		
	<b>Street Address 1</b>	<b>Street Address 2</b>	
One Bryant Park			
City	State/Province/Country		ZIP/Postal Code
New York	NY		10036
State(s) of Solicitation (select all that apply)			
Check "All States" or check individual States	X All States	Foreign/non-US	

Recipient	Recipient CRD Number	None	
Merrill Lynch, Pierce, Fenner & Smith Incorporated	7691		
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number		X None
None	None		
	<b>Street Address 1</b>	<b>Street Address 2</b>	
One Bryant Park			
City	State/Province/Country		ZIP/Postal Code
New York	NY		10036

State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
Check "All States" or check individual States

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Recipient Recipient CRD Number None  
Credit Suisse First Boston Corporation 816  
(Associated) Broker or Dealer  None X None  
None  
**Street Address 1** **Street Address 2**  
11 Madison Avenue  
City State/Province/Country ZIP/Postal Code  
New York NY 10010  
State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
Check "All States" or check individual States

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Recipient Recipient CRD Number None  
SunTrust Capital Markets, Inc. 6271  
(Associated) Broker or Dealer  None X None  
None  
**Street Address 1** **Street Address 2**  
303 Peachtree Street, N.E. Suite 2300  
City State/Province/Country ZIP/Postal Code  
Atlanta GA 30308  
State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
Check "All States" or check individual States

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Recipient Recipient CRD Number None  
Citigroup Global Markets Inc. 7059  
(Associated) Broker or Dealer  None X None  
None  
**Street Address 1** **Street Address 2**  
390 Greenwich Street  
City State/Province/Country ZIP/Postal Code  
New York NY 10013  
State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
Check "All States" or check individual States

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Recipient Recipient CRD Number None  
Wells Fargo Securities, LLC 126292  
(Associated) Broker or Dealer  None X None  
None  
**Street Address 1** **Street Address 2**  
301 South College St.  
City State/Province/Country ZIP/Postal Code  
Charlotte NC 28288  
State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
Check "All States" or check individual States

## 13. Offering and Sales Amounts

Total Offering Amount      \$1,000,000,000 USD or    Indefinite  
Total Amount Sold              \$492,000,000 USD  
Total Remaining to be Sold    \$508,000,000 USD or    Indefinite

Clarification of Response (if Necessary):

## 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

## 15. Sales Commissions &amp; Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions              \$250,000 USD    X Estimate  
Finders' Fees                      \$0 USD        Estimate

Clarification of Response (if Necessary):

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD    Estimate

Clarification of Response (if Necessary):

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).



Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
MCCORMICK & CO INC	/s/ W. Geoffrey Carpenter	W. Geoffrey Carpenter	Vice President, General Counsel & Secretary	2009-11- 02

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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