

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>CONTINO FRANCIS A</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 &amp; CO INC [ MKC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President, Chief</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/25/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock - Voting	03/25/2004		M		32,400	A	\$15.8413	41,384	D	
Common Stock - Voting	03/25/2004		S		21,570	D	\$32.2598	19,814	D	
Common Stock - Voting	03/26/2004		M		17,100	A	\$15.8413	36,914	D	
Common Stock - Voting	03/26/2004		S		11,500	D	\$32.2872	25,414	D	
Common Stock - Voting	03/29/2004		M		32,400	A	\$14.5313	57,814	D	
Common Stock - Voting	03/29/2004		S		20,600	D	\$32.609	37,214	D	
Common Stock - Voting								22,599.27 <sup>(1)</sup>	I	Profit Sharing Plan
Common Stock - Non-Voting	03/26/2004		M		16,500	A	\$15.8413	17,261.92	D	
Common Stock - Non-Voting	03/26/2004		S		10,860	D	\$32.2872	6,401.92	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
Option - Right-to-Buy	\$15.8413	03/25/2004		M			32,400	06/15/1999	06/14/2008	Common Stock - Voting	32,400	(2)	17,100	D	
Option - Right-to-Buy	\$15.8413	03/26/2004		M			17,100	06/15/1999	06/14/2008	Common Stock - Voting	17,100	(2)	0	D	
Option - Right-to-Buy	\$15.8413	03/26/2004		M			16,500	06/15/1999	06/14/2008	Common Stock - Non-Voting	16,500	(2)	0	D	
Option - Right-to-Buy	\$14.5313	03/29/2004		M			32,400	03/17/2000	03/16/2009	Common Stock - Voting	32,400	(2)	15,300	D	

**Explanation of Responses:**

1. Shares held in McCormick Profit Sharing Plan as of 11/30/03. The reporting person owns units in the McCormick Stock Fund in the Profit Sharing Plan and the number of shares reported as beneficially owned is based on the reporting person's pro rata interest in the net asset value of the McCormick Stock Fund on the date indicated.

2. Option exercised.

**Remarks:**

W. Geoffrey Carpenter,  
Attorney-in-Fact

03/29/2004

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.**