

MCCORMICK & CO INC  
 Form 4/A  
 January 27, 2003

**FORM 4**

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

OMB APPROVAL

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

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By  
 Romeo and Dye's  
 Section 16 Filer  
 www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Molan John C.			McCormick & Company, Incorporated MKC			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year		
McCormick & Company, Incorporated 18 Loveton Circle						January 22, 2003		
(Street)						5. If Amendment, Date of Original (Month/Day/Year)		
Sparks, MD 21152						January 24, 2003		
(City) (State) (Zip)						7. 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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	1/22/03		J <sup>(1)</sup>		1,572	D	<sup>(1)</sup>		D	
Common Stock - Voting	1/22/03		M		7,500	A	\$14.3125		D	
Common Stock - Voting	1/22/03		F		4,718	D	\$22.75	40,287.831	D	
Common Stock - Voting								100 <sup>(2)</sup>	I	Daughter
Common Stock - Voting								100 <sup>(2)</sup>	I	Son
Common Stock - Non-Voting	1/22/03		J <sup>(1)</sup>		1,572	A	<sup>(1)</sup>		D	
Common Stock - Non-Voting	1/22/03		M		2,500	A	\$14.3125		D	
Common Stock - Non-Voting	1/22/03		F		3,056	D	\$22.75	1,016	D	

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).

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**FORM 4 (continued) 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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. N of In Bene Own (Instr. 4)	
					Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date					Title
Option - Right-to-Buy	\$14.3125	1/22/03		M		7,500		1/26/99	1/25/03	Common Stock - Voting	7,500		7,500	D	
Option - Right-to-Buy	\$14.3125	1/22/03		M		2,500		1/26/99	1/25/03	Common Stock - Non-Voting	2,500		2,500	D	

Explanation of Responses:

(1) Share for share conversion of Common Stock - Voting to Common Stock - Non-Voting.

(2) The undersigned disclaims beneficial ownership of these shares.

By: /s/ **John C. Molan**

**W. Geoffrey Carpenter, Attorney-in-Fact**

\*\*Signature of Reporting Person

**January 27, 2003**

Date

\*\*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.

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