

NORDHOFF CARROLL D
Form 4
January 31, 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* Nordhoff Carroll D.			2. Issuer Name and Ticker or Trading Symbol McCormick & Company, Incorporated MKC			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)										
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year January 28, 2003			<input checked="" type="checkbox"/> Director	—						
McCormick & Company, Incorporated 18 Loveton Circle									5. If Amendment, Date of Original (Month/Day/Year)			<input checked="" type="checkbox"/> 10% Owner	—	<input checked="" type="checkbox"/> Officer (give title below)		
(Street)			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								
Sparks, MD 21152						Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			<input checked="" type="checkbox"/> Executive Vice President							
(City)	(State)	(Zip)	1. Title of Security (Instr. 3)		2. Trans- action Date (Month/Day/Year)				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	Amount	(A) or (D)	Price
			Common Stock - Voting											93,442	D	
			Common Stock - Voting											17,800.744 ⁽¹⁾	I	Profit Sharing Plan
			Common Stock - Non- Voting											20,892	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	2. Conver- sion or	3. Trans- action	3A. Deemed	4. Trans-	5. Number of	6. Date Exercisable and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative	10. Owner-	11. N of Inc
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Action		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		Date (Month/Day/ Year)		Securities (Instr. 3 & 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	Bene- Own- (Instr.)
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares				
Option - Right to Buy	\$22.26	01/28/03		A		75,000		01/29/04	01/28/13	Common Stock - Voting	75,000		75,000		
Option - Right to Buy	\$22.26	01/28/03		A		25,000		01/29/04	01/28/13	Common Stock - Non-Voting	25,000		25,000		

Explanation of Responses:

(1) Shares held in the McCormick Profit Sharing Plan as of 11/30/01. 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.

By: /s/ **Carroll D. Nordhoff** **January 30, 2003**
W. Geoffrey Carpenter, Attorney-in-Fact Date
 **Signature of Reporting Person

**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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