

MCCORMICK & CO INC  
Form 10-K/A  
May 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-K/A**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended November 30, 2008**

**Commission file number 001-14920**

**McCORMICK & COMPANY, INCORPORATED**

**Maryland**  
**(State of incorporation)**

**52-0408290**  
**(IRS Employer Identification No.)**

**18 Loveton Circle**

**Sparks, Maryland**

**21152**

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (410) 771-7301

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of each exchange on which registered
Common Stock, No Par Value	New York Stock Exchange
Common Stock Non-Voting, No Par Value	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act: Not applicable.	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Act). (Check one)

Large Accelerated Filer  Accelerated Filer

Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

The aggregate market value of the voting common equity held by non-affiliates at May 31, 2008: \$295,899,533

The aggregate market value of the non-voting common equity held by non-affiliates at May 31, 2008: \$4,350,496,610

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Number of Shares Outstanding	Date
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Common Stock	12,345,213	December 31, 2008
Common Stock Non-Voting	117,763,031	December 31, 2008

**DOCUMENTS INCORPORATED BY REFERENCE**

<b>Document</b>	<b>Part of 10-K into which incorporated</b>
Annual Report to Stockholders for Fiscal Year Ended November 30, 2008	Part I, Part II
Registrant's Proxy Statement dated February 13, 2009	Part III

**Explanatory Note**

McCormick & Company, Inc. is filing this amendment to Item 15 of its Annual Report on Form 10-K for the fiscal year ended November 30, 2008, to include the financial statements required by Form 11-K with respect to the McCormick 401(K) Retirement Plan for the years ended November 30, 2008 and 2007, the Zatarain's Partnership L.P. 401(K) Retirement Plan for the years ended December 31, 2008 and 2007, and the Mojave Foods Corporation 401(K) Retirement Plan for the years ended November 30, 2008 and 2007. This amendment does not affect the Company's historical results of operations, financial condition or cash flows for any periods presented.

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 11-K**

**Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934**

**For the fiscal year ended November 30, 2008**

**Commission File Number 001-14920**

**THE McCORMICK 401(K) RETIREMENT PLAN**  
**THE ZATARAIN S PARTNERSHIP L.P. 401(K) RETIREMENT PLAN**  
**THE MOJAVE FOODS CORPORATION 401(K) RETIREMENT PLAN**

**Full title of plans**

**McCORMICK & COMPANY, INCORPORATED**

**18 Loveton Circle**

**Sparks, Maryland 21152**

**Name of issuer of the securities held pursuant to the plan**

**and address of its principal office**



**Required Information**

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

- a) i) Report of Registered Public Accounting Firm
- ii) Statements of Net Assets Available For Benefits
- iii) Statements of Changes in Net Assets Available For Benefits
- iv) Notes to Financial Statements
- b) Exhibits: Consent of Independent Registered Public Accounting Firm.

**SIGNATURES**

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

THE McCORMICK 401(K) RETIREMENT PLAN

DATE: May 21, 2009

By: /s/ Cecile K. Perich  
Cecile K. Perich  
Vice President - Human Relations and Plan Administrator

**The McCormick 401(k) Retirement Plan**  
**Financial Statements and Supplemental Schedule Together with**  
**Report of Independent Registered Public Accounting Firm**  
**As of November 30, 2008 and 2007**



November 30, 2008 and 2007

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Investment Committee

McCormick & Company, Incorporated

We have audited the accompanying statements of net assets available for benefits of The McCormick 401(k) Retirement Plan (the Plan) as of November 30, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended November 30, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of November 30, 2008 and 2007, and the changes in its net assets available for benefits for the year ended November 30, 2008, in conformity with accounting principles generally accepted in the United States of America.

200 International Circle Suite 5500 Hunt Valley Maryland 21030 P 410-584-0060 F 410-584-0061

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of November 30, 2008 is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ SB & Company, LLC

Hunt Valley, Maryland

May 21, 2009

**The McCormick 401(k) Retirement Plan****Statements of Net Assets Available for Benefits**

As of November 30, 2008 and 2007

	2008	2007
<b>ASSETS</b>		
Investments:		
Securities at fair value, participant directed:		
McCormick Stock Fund	\$ 88,164,501	\$ 113,983,182
Pooled, common and collective funds	34,010,105	24,180,133
Mutual funds	131,656,831	223,999,532
Participant loans	3,999,478	3,823,621
<b>Total Investments</b>	<b>257,830,915</b>	<b>365,986,468</b>
Receivables:		
Employer contribution	38,191	33,588
Employee contributions	98,621	69,114
Accrued interest and dividends	131,289	119,514
Due from funds for securities sold, net		939,135
<b>Total Receivables</b>	<b>268,101</b>	<b>1,161,351</b>
<b>Total Assets at Fair Value</b>	<b>258,099,016</b>	<b>367,147,819</b>
<b>LIABILITIES</b>		
Due to funds for securities purchased	66,564	
<b>Net Assets at Fair Value</b>	<b>258,032,452</b>	<b>367,147,819</b>
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	1,903,417	72,759
<b>Net Assets Available for Benefits</b>	<b>\$ 259,935,869</b>	<b>\$ 367,220,578</b>

The accompanying notes are an integral part of these financial statements.

**The McCormick 401(k) Retirement Plan****Statement of Changes in Net Assets Available for Benefits****For the Year Ended November 30, 2008**

<b>ADDITIONS</b>	
Contributions:	
Employer contributions	\$ 5,678,455
Employee contributions	13,819,507
Earnings from investments:	
Dividends:	
McCormick & Company, Incorporated	2,517,579
Mutual funds	3,820,420
Other, net	314,436
<b>Total Additions</b>	<b>26,150,397</b>
<b>DEDUCTIONS</b>	
Net depreciation of investments	101,134,765
Participant withdrawals	32,284,698
Administrative expenses	15,643
<b>Total Deductions</b>	<b>133,435,106</b>
Net decrease	(107,284,709)
Net assets available for benefits, beginning of year	367,220,578
<b>Net Assets Available for Benefits, End of Year</b>	<b>\$ 259,935,869</b>

The accompanying notes are an integral part of this financial statement.

**The McCormick 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**1. DESCRIPTION OF THE PLAN**

The McCormick 401(k) Retirement Plan (the Plan) is a defined contribution plan sponsored by McCormick & Company, Incorporated (the Company, the Plan Sponsor), which incorporates a 401(k) savings and investment option.

Effective March 22, 2002, the Plan was amended to provide that the McCormick & Company, Incorporated Common Stock Fund investment option is designated as an employee stock ownership plan (ESOP). This designation allows participants investing in McCormick & Company, Incorporated common stock to elect to receive, in cash, dividends that are paid on McCormick & Company, Incorporated common stock held in their 401(k) Retirement Plan accounts. Dividends may also continue to be reinvested. The McCormick & Company, Incorporated common stock fund invests principally in common stock of the Plan Sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, the vesting provisions and investment alternatives are contained in the Plan Document.

**Contributions**

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 100% of their earnings, subject to certain limitations. Effective December 1, 2000, the Company and participating subsidiaries provide a matching contribution of 100% of the first 3% of an employee's contribution, and 50% on the next 2% of the employee's contribution. An employee is required to have one year of service with the Company to be eligible for the matching contribution.

Participants are immediately vested in their contributions, the Company's contributions, including matching contributions, and all related earnings.

Participants' elective contributions, as well as Company matching contributions, are invested in the Plan's investment funds as directed by the participant.

**The McCormick 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**1. DESCRIPTION OF THE PLAN (continued)**

**Participant Accounts**

Each participant's account is credited with the participant's contribution, the employer's contribution made on his or her behalf plus a proportionate interest in the investment earnings of the funds in which the contributions are vested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

**Participant Loans**

Participants are permitted to take loans from their account balances, subject to a \$500 minimum. The maximum of any loan cannot exceed one-half of the participant's contributed account balance or \$50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Company's Investment Committee determines the interest rate for loans based on current market rates. The loans are secured by the participant's account and bear interest at rates ranging from 5.00% to 8.50%.

Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer loan terms are available for loans taken to purchase, construct, reconstruct, or substantially rehabilitate a primary home for the participant or the participant's immediate family.

**Payment of Benefits**

Participants may choose to receive account distributions either in the form of a lump sum payment or installments over a period of time as defined in the Plan Agreement. Benefits and withdrawals are recorded when paid.

**Plan Termination**

Upon termination of service, a participant with an account balance greater than \$5,000 may elect to leave his or her account balance invested in the Plan, elect to rollover his or her entire balance to an Individual Retirement Account (IRA) or another qualified plan, elect to receive a lump-sum payment equal to his or her entire balance or elect annual installments to extend from two to eight years. Upon termination of service, a participant with an account balance less than \$5,000 may elect to rollover his or her entire balance to an IRA or another qualified plan or elect to receive a lump-sum payment equal to his or her entire balance. In the absence of instruction from a participant, balances less than \$1,000 automatically will be paid directly to the participant and those greater than \$1,000 will be rolled over to an IRA designated by the Plan Administrator.

**The McCormick 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**1. DESCRIPTION OF THE PLAN (continued)**

**Plan Termination (continued)**

The Company has no intentions to terminate the plan, however the Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial or other good causes make it necessary to do so. Also the Company may amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested benefits.

**2. SIGNIFICANT ACCOUNTING POLICIES**

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

**Adoption of New Accounting Guidance**

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP ). The FSP defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined-contribution health and welfare and pension plans. The financial statement presentation and disclosure provisions of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006, and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan has adopted the provisions of the FSP as of November 30, 2007.

As required by the FSP, investments in the accompanying statements of net assets available for benefits include fully benefit-responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pension Plans*, as amended, requires fully benefit-responsive investment contracts to be reported at fair value in the Plan's statements of net assets available for benefits with a corresponding adjustment to reflect these investments at contract value.



**The McCormick 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Valuation of Securities and Income Recognition**

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the Plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers estimate of the individual closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the accompanying statement of changes in net assets available for benefits as net depreciation of investments.

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of investments are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick & Company, Incorporated common stock (voting and non-voting) and funds held in the Wells Fargo Short-Term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick common stock and the cash investments held by the Fund. As of November 30, 2008, 4,575,549 units were outstanding with a value of approximately \$19.27 per unit (3,613,549 units were outstanding with a value of approximately \$31.54 per unit as of November 30, 2007). As of November 30, 2008, the Fund held 2,905,421 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$86,494,373 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$1,670,128. As of November 30, 2007, the Fund held 2,966,128 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$113,335,761 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$647,421.

One of the investment options offered by the Plan, the Wells Fargo Stable Return Fund N (the Stable Return Fund), is a common collective trust that is fully invested in Wells Fargo Stable Return Fund G, which is fully invested in contracts deemed to be fully benefit-responsive within the meaning of the FSP. Accordingly, in the Statements of Net Assets Available for Benefits, the Stable Return Fund, along with the Plan's other investments, is stated at fair value with a corresponding adjustment to reflect the investment in the Stable Return Fund at contract value. Contract value represents cost plus accrued income minus redemptions.

**The McCormick 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Valuation of Securities and Income Recognition (continued)**

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Company provides the Plan with certain management and administrative services for which no fees are charged; however, participant loan service fees are paid by the Plan and included as administrative expenses.

**Recent Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ). SFAS No. 157 provides a common definition of fair value to be applied to existing accounting principles generally accepted in the United States requiring the use of fair value measures, establishes a framework for measuring fair value and enhances disclosure about fair value measures under other accounting pronouncements, but does not change existing guidance as to whether or not an asset or liability is carried at fair value. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and, as such, was adopted by the Plan in 2008. Adoption of SFAS No. 157 did not have a material impact to the Plan.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of year end and the changes therein and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**3. INCOME TAX STATUS**

The Plan has received a determination letter from the Internal Revenue Service dated February 25, 2004, stating that the Plan as designed is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to receiving the determination from the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan sponsor believes the Plan is designed and currently being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

**The McCormick 401(k) Retirement Plan****Notes to the Financial Statements****November 30, 2008 and 2007****4. INVESTMENTS**

The Plan's investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. During the year ended November 30, 2008 the Plan's investments (including investments bought, sold, or held throughout the year) (depreciated) appreciated in value by \$(101,134,765), as follows:

McCormick & Company, Incorporated - Common stock	<b>\$ (24,084,127)</b>
Pooled, common and collective funds	<b>3,015,237</b>
Mutual funds	<b>(80,065,875)</b>
 Total	 <b>\$ (101,134,765)</b>

The value of individual investments that represent 5% or more of the Plan's net assets available for benefits as of November 30, 2008 and 2007 are as follows:

	As of November 30,	
	2008	2007
McCormick & Company, Incorporated - Common stock fund	<b>\$ 88,164,501</b>	\$ 113,983,182
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund (at contract value)	<b>35,913,522</b>	24,252,892
Mutual funds:		
Vanguard S&P 500 Index Fund	<b>25,524,290</b>	45,930,340
Blackrock Large Cap Core Fund	<b>21,853,972</b>	39,770,870
Vanguard Total Bond Market Index Fund	<b>16,671,258</b>	
American Funds EuroPacific Growth Fund	<b>13,707,221</b>	29,860,746

**The McCormick 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**4. INVESTMENTS (continued)**

**Fair Value Measurements**

Financial Accounting Standards Board Statement No. 157, *Fair Value Measurements* (FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at November 30, 2008.

*Common stocks, corporate bonds and U.S. government securities:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Mutual funds:* Valued at the net asset value ( NAV ) of shares held by the plan at year end.

*Participant loans:* Valued at amortized cost, which approximates fair value.

**The McCormick 401(k) Retirement Plan****Notes to the Financial Statements****November 30, 2008 and 2007****4. INVESTMENTS (continued)****Fair Value Measurements**

*Guaranteed investment contract:* Valued at the relative fair value of the underlying market value of investments in the contract.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of November 30, 2008:

	Assets at Fair Value as of November 30, 2008			Total
	Level 1	Level 2	Level 3	
Mutual funds	\$ 131,656,831	\$	\$	\$ 131,656,831
Common stocks	88,164,501			88,164,501
Guaranteed investment contract		34,010,105		34,010,105
Participant loans			3,999,478	3,999,478
<b>Total assets at fair value</b>	<b>\$ 219,821,332</b>	<b>\$ 34,010,105</b>	<b>\$ 3,999,478</b>	<b>\$ 257,830,915</b>

**Level 3 Gains and Losses**

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended November 30, 2008

	<b>Participant Loans</b>
Balance, beginning of year	<b>\$ 3,823,621</b>
Realized gains/(losses)	
Unrealized gains/(losses) relating to instruments still held at the reporting date	
Purchases, sales, issuances and settlements, net	<b>175,857</b>
<b>Balance, end of year</b>	<b>\$ 3,999,478</b>

**The McCormick 401(k) Retirement Plan****Notes to the Financial Statements****November 30, 2008 and 2007****5. TRANSACTIONS WITH PARTIES-IN-INTEREST**

The Plan holds investments in common stock of McCormick & Company, Incorporated, the Plan Sponsor, and in funds managed by affiliates of Wells Fargo Minnesota N.A., the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo Minnesota N.A. funds are at the same rates as non-affiliated holders of these securities.

**6. RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

**7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following table presents a reconciliation of net assets available for benefits and net increase (decrease) in net assets available for benefits between the accompanying financial statements and the Form 5500:

	As of November 30,	
	2008	2007
<b>Statements of Net Assets Available for Benefits</b>		
Net assets available for benefits per the financial statements	\$ 259,935,869	\$ 367,220,578
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,903,417)	(72,759)
<b>Net assets available for benefits per the Form 5500, at fair value</b>	<b>\$ 258,032,452</b>	<b>\$ 367,147,819</b>

	Year Ended November 30, 2008
<b>Statement of Changes in Net Assets Available for Benefits:</b>	
Net increase (decrease) in net assets available for benefits per the financial statements	\$ (107,284,709)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,830,658)
<b>Net increase (decrease) in net assets available for benefits per Form 5500</b>	<b>\$ (109,115,367)</b>

**Supplemental Schedule**



**The McCormick 401(k) Retirement Plan****Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**

As of November 30, 2008

Description of Investments	Shares Held	Current Value
<b>McCormick Stock Fund</b>		
McCormick & Company, Incorporated Common Stock*	2,905,421	\$ 86,494,373
<b>Money Market Fund</b>		
Wells Fargo Short-Term Investment Money Market Fund*	1,670,128	1,670,128
		<b>88,164,501</b>
<b>Pooled, Common and Collective Funds</b>		
Wells Fargo Stable Return Fund*	788,822	34,010,105
<b>Mutual Funds</b>		
Vanguard S&P 500 Index Fund	309,949	25,524,290
Blackrock Large Cap Core Fund	2,731,747	21,853,972
Vanguard Total Bond Market Index Fund	1,685,668	16,671,258
American Funds EuroPacific Growth Fund	486,935	13,707,221
Vanguard Target Retirement Fund 2025	948,210	8,818,356
Vanguard Windsor II Fund Adm	213,137	7,204,036
ICM Small Company Value Fund	350,589	7,113,452
Vanguard Target Retirement Fund 2015	550,957	5,294,694
Managers Small Cap Fund	475,475	4,973,471
Vanguard Target Retirement Fund #308	398,346	3,708,602
Vanguard Total International Stock Index	353,691	3,635,939
T Rowe Price Growth Stock Fund	176,200	3,330,187
Vanguard Mid Cap Index Fund	276,934	3,190,281
Vanguard Target Retirement Fund 2035	340,138	3,149,679
Vanguard Small Cap Index Signal	83,223	1,481,369
Vanguard Target Retirement Fund 2045	110,162	1,054,252
Pimco Total Return Fund	91,823	945,772
		<b>131,656,831</b>
Participant loans (5.00% - 8.50% annual interest rates)*		3,999,478
		<b>\$ 257,830,915</b>

\* Indicates parties-in-interest to the Plan.

Note: Historical cost has been omitted, as all investments are participant directed.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements pertaining to the McCormick 401(k) Retirement Plan, Mojave Foods Corporation 401(k) Retirement Plan and Zatarain's Partnership, L.P. 401(k) Savings Plan of McCormick & Company, Inc. of our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, and our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2008.

<b>Form</b>	<b>Registration Number</b>	<b>Date Filed</b>
S-8	333-158573	04/14/2009
S-8	333-155775	11/28/2008
S-8	333-150043	04/02/2008
S-3	333-147809	12/04/2007
S-8	333-142020	04/11/2007
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-57590	03/26/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	333-23727	03/21/1997

/s/ SB & Company LLC

May 21, 2009

Hunt Valley, Maryland

**Required Information**

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

- a) i) Report of Registered Public Accounting Firm
- v) Statements of Net Assets Available For Benefits
- vi) Statements of Changes in Net Assets Available For Benefits
- vii) Notes to Financial Statements
- b) Exhibits: Consent of Independent Registered Public Accounting Firm.

**SIGNATURES**

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

THE ZATARAIN S PARTNERSHIP L.P. 401(K) RETIREMENT PLAN

DATE: May 21, 2009

By: /s/ Regina Templet  
Regina Templet  
Director of Finance Zatarain s Brands and Plan Administrator

**The Zatarain s Partnership, L.P. 401(k) Savings Plan**

**Financial Statements and Supplemental Schedule Together with  
Report of Independent Registered Public Accounting Firm**

**As of December 31, 2008 and 2007**

December 31, 2008 and 2007

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Investment Committee

McCormick & Company, Incorporated

(on behalf of The Zatarain's Partnership, L.P. 401(k) Savings Plan)

We have audited the accompanying statements of net assets available for benefits of The Zatarain's Partnership, L.P. 401(k) Savings Plan (the Plan) as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007 and the changes in its net assets available for benefits for the year ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

200 International Circle Suite 5500 Hunt Valley Maryland 21030 P 410-584-0060 F 410-584-0061

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2008 is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ SB & Company, LLC

Hunt Valley, Maryland

May 21, 2009

**The Zatarain s Partnership, L.P. 401(k) Savings Plan****Statements of Net Assets Available for Benefits**

As of December 31, 2008 and 2007

	2008	2007
<b>ASSETS</b>		
Investments:		
Securities at fair value, participant directed:		
McCormick Stock Fund	\$ 94,246	\$ 41,313
Pooled, common and collective fund	937,813	739,043
Mutual funds	4,203,971	7,098,386
Participant loan	156,807	83,294
<b>Total Investments</b>	<b>5,392,837</b>	<b>7,962,036</b>
Receivables:		
Employer contribution	357,000	318,742
Employee contributions		496
Accrued interest and dividends	2,870	2,649
<b>Total Receivables</b>	<b>359,870</b>	<b>321,887</b>
<b>Total Assets at Fair Value</b>	<b>5,752,707</b>	<b>8,283,923</b>
<b>LIABILITIES</b>		
Due to funds for securities purchased	2,359	2,493
<b>Net Assets at Fair Value</b>	<b>5,750,348</b>	<b>8,281,430</b>
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	52,486	2,224
<b>Net Assets Available for Benefits</b>	<b>\$ 5,802,834</b>	<b>\$ 8,283,654</b>

The accompanying notes are an integral part of these financial statements.



**The Zatarain s Partnership, L.P. 401(k) Savings Plan**

**Statement of Changes in Net Assets Available for Benefits**

**For the Year Ended December 31, 2008**

**ADDITIONS**

Contributions:

Employer contributions \$ 420,563

Employee contributions 265,905

Earnings from investments:

Dividends:

McCormick & Company, Incorporated 1,767

Mutual funds 119,834

Other, net 6,125

**Total Additions 814,194**

**DEDUCTIONS**

Net depreciation of investments 2,287,456

Participant withdrawals 1,006,958

Administration expenses 600

**Total Deductions 3,295,014**

Net decrease (2,480,820)

Net assets available for benefits, beginning of year 8,283,654

**Net Assets Available for Benefits, End of Year \$ 5,802,834**

The accompanying notes are an integral part of this financial statement.

**The Zatarain's Partnership, L.P. 401(k) Savings Plan****Notes to the Financial Statements****December 31, 2008 and 2007****1. DESCRIPTION OF THE PLAN**

The Zatarain's Partnership, L.P. 401(k) Savings Plan (the Plan) is a defined contribution plan sponsored by Zatarain's Partnership, L.P. (the Company, the Plan Sponsor), which incorporates a 401(k) savings and investment option. The investment option in common stock of McCormick & Company, Incorporated was added April 1, 2004. The Company is a wholly owned subsidiary of McCormick & Company, Incorporated. The Plan covers all full-time employees of Zatarain's Partnership, L.P. who have completed one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, vesting provisions, and investment alternatives are contained in the Plan Document.

**Contributions**

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 100% of their earnings, subject to certain limitations. The Company provides a matching contribution of 35% of an employee's contribution on the first 6% of the employee's eligible compensation. The Company may also contribute annually 3% of an employee's eligible compensation as a profit-sharing contribution. An employee is required to have at least one year of service to be eligible for matching or profit-sharing contributions. During the year ended December 31, 2008, the Company made profit-sharing contributions of \$420,563.

Participants are immediately vested in their contributions, the profit-sharing contribution and all earnings on their vested balances. The Company's matching contributions vest as follows:

After Years of Service	Vesting Percentage
1	0%
2	20%
3	50%
4	60%
5	100%

Participant's contributions are invested in the Plan's investment funds as directed by the participant. At each plan year end, the employer profit-sharing contribution is unallocated. Forfeitures of Company contributions are used to offset future Company contributions. Forfeitures during the year ended December 31, 2008 were \$4,533, which were used to reduce the Company's contribution.

**The Zatarain's Partnership, L.P. 401(k) Savings Plan**

**Notes to the Financial Statements**

**December 31, 2008 and 2007**

**1. DESCRIPTION OF THE PLAN (continued)**

**Participant Accounts**

Each participant's account is credited with the participant's contribution, and an allocation of the employer's contribution made on his or her behalf plus a proportionate interest in the investment earnings of the funds in which the contributions are vested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

**Participant Loans**

Participants are permitted to take loans from their account balances, subject to a \$1,000 minimum. The maximum amount of any loan cannot exceed one-half of the participant's contributed account balance or \$50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Plan Sponsor (the Company) determines the interest rate for loans based on current market rates. The loans are secured by the participant's account and bear interest at rates ranging from 4.25% to 8.25%.

Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer terms are available for loans taken to purchase, construct or substantially rehabilitate a primary home for the participant or the participant's immediate family.

**Payment of Benefits**

Participants may choose to receive account distributions either in the form of a lump sum payment or installments over a period of time as defined in the Plan Agreement. Benefits and withdrawals are recorded when paid.

**Plan Termination**

Upon termination of service, a participant with an account balance greater than \$1,000 may elect to rollover the balance to an Individual Retirement Account or another qualified plan or elect to receive a lump-sum payment equal to his or her account balance. Balances less than \$1,000 will automatically be paid directly to the participant.

The Company has no intentions to terminate the plan, however the Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial or other good causes make it necessary to do so. Also the Company may amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested benefits.

**The Zatarain s Partnership, L.P. 401(k) Savings Plan**

**Notes to the Financial Statements**

**December 31, 2008 and 2007**

**2. SIGNIFICANT ACCOUNTING POLICIES**

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

**Adoption of New Accounting Guidance**

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP ). The FSP defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined-contribution health and welfare and pension plans. The financial statement presentation and disclosure provisions of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006, and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan has adopted the provisions of the FSP as of November 30, 2007.

As required by the FSP, investments in the accompanying statements of net assets available for benefits include fully benefit-responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined-Contribution Pension Plans*, as amended, requires fully benefit-responsive investment contracts to be reported at fair value in the Plan s statements of net assets available for benefits with a corresponding adjustment to reflect these investments at contract value.

**Valuation of Securities and Income Recognition**

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the Plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers estimate of the individual investments held by the fund. Mutual funds are valued at the closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the accompanying statement of changes in net assets available for benefits as net depreciation of investments.

**The Zatarain s Partnership, L.P. 401(k) Savings Plan**

**Notes to the Financial Statements**

**December 31, 2008 and 2007**

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**Valuation of Securities and Income Recognition** (continued)

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of an investment are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick & Company, Incorporated common stock (voting and non-voting) and funds held in the Wells Fargo Short-Term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick common stock and the cash investments held by the Fund. As of December 31, 2008, 10,708 units were outstanding with a value of approximately \$8.80 per unit (4,551 units were outstanding with a value of approximately \$9.08 per unit as of December 31, 2007). As of December 31, 2008, the Fund held 2,707 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$86,245 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$8,001. As of December 31, 2007, the Fund held 996 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$37,758 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$3,555.

One of the investment options offered by the Plan, the Wells Fargo Stable Return Fund N (the Stable Return Fund), is a common collective trust that is fully invested in Wells Fargo Stable Return Fund G, which is fully invested in contracts deemed to be fully benefit responsive within the meaning of the FSP. Accordingly, in the statements of net assets available for Benefits, the Stable Return Fund, along with the Plan's other investments, is stated at fair value with a corresponding adjustment to reflect the investment in the Stable Return Fund at contract value. Contract value represents cost plus accrued income minus redemptions.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Company provides the Plan with certain management and administrative services for which no fees are charged; however, participant loan service fees are paid by the Plan and included as administrative expenses.

**The Zatarain s Partnership, L.P. 401(k) Savings Plan**

**Notes to the Financial Statements**

**December 31, 2008 and 2007**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Recent Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ). SFAS No. 157 provides a common definition of fair value to be applied to existing accounting principles generally accepted in the United States requiring the use of fair value measures, establishes a framework for measuring fair value and enhances disclosure about fair value measures under other accounting pronouncements, but does not change existing guidance as to whether or not an asset or liability is carried at fair value. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and, as such, was adopted by the Plan in 2008. Adoption of SFAS No. 157 did not have a material impact to the Plan.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of year end and the changes therein and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**3. INCOME TAX STATUS**

The Plan has received a determination letter from the Internal Revenue Service dated January 20, 2006, stating that the Plan as designed is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to receiving the determination from the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan sponsor believes the Plan is designed and currently being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

**The Zatarain s Partnership, L.P. 401(k) Savings Plan****Notes to the Financial Statements****December 31, 2008 and 2007****4. INVESTMENTS**

The Plan s investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. During the year ended December 31, 2008, the Plan s investments (including investments bought, sold, or held throughout the year) (depreciated) appreciated in fair value by \$(2,287,456) as follows:

McCormick & Company, Incorporated - Common stock	\$ (17,892)
Pooled, common and collective funds	86,444
Mutual funds	(2,356,008)
<b>Total</b>	<b>\$ (2,287,456)</b>

The value of individual investments that represent 5% or more of the Plan s net assets available for benefits as of December 31, 2008 and 2007 are as follows:

	As of December 31,	
	2008	2007
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund (at contract value)	\$ 990,299	\$ 741,267
Mutual funds:		
Vanguard Target Retirement 2025 #304	810,285	1,354,337
American Funds EuroPacific Growth Fund	728,557	1,881,441
T. Rowe Price Growth Stock Fund	674,064	1,522,686
Vanguard Total Bond Market Index I #222	601,250	
Vanguard Institutional Index Fund	503,272	790,773
Vanguard Target Retirement 2015	355,090	239,123

**The Zatarain s Partnership, L.P. 401(k) Savings Plan**

**Notes to the Financial Statements**

**December 31, 2008 and 2007**

**4. INVESTMENTS (continued)**

**Fair Value Measurements**

Financial Accounting Standards Board Statement No. 157, *Fair Value Measurements* (FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement. The asset s or liability s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2008.



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*Common stocks, corporate bonds and U.S. government securities:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Mutual funds:* Valued at the net asset value ( NAV ) of shares held by the plan at year end.

*Participant loans:* Valued at amortized cost, which approximates fair value.

**The Zatarain s Partnership, L.P. 401(k) Savings Plan****Notes to the Financial Statements****December 31, 2008 and 2007****4. INVESTMENTS (continued)****Fair Value Measurements (continued)**

*Guaranteed investment contract:* Valued at the relative fair value of the underlying market value of investments in the contract.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan s assets at fair value as of December 31, 2008:

	Assets at Fair Value as of December 31, 2008:			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 4,203,971	\$	\$	\$ 4,203,971
Common stocks	94,246			94,246
Guaranteed investment contract		937,813		937,813
Participant loans			156,807	156,807
<b>Total assets at fair value</b>	<b>\$ 4,298,217</b>	<b>\$ 937,813</b>	<b>\$ 156,807</b>	<b>\$ 5,392,837</b>

**Level 3 Gains and Losses**

The table below sets forth a summary of changes in the fair value of the Plan s level 3 assets for the year ended December 31, 2008:

	Participant Loans
Balance, beginning of year	\$ 83,294
Realized gains/(losses)	
Unrealized gains/(losses) relating to instruments still held at the reporting date	
Purchases, sales, issuances and settlements, net	73,513
<b>Balance, end of year</b>	<b>\$ 156,807</b>

**The Zatarain s Partnership, L.P. 401(k) Savings Plan****Notes to the Financial Statements****December 31, 2008 and 2007****5. TRANSACTIONS WITH PARTIES-IN-INTEREST**

The Plan holds investments in common stock of McCormick & Company, Incorporated, the Parent of the Plan Sponsor, and in funds managed by affiliates of Wells Fargo Minnesota N.A., the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo Minnesota N.A. funds are at the same rates as non-affiliated holders of these securities.

**6. RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

**7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following table presents a reconciliation of net assets available for benefits and net increase (decrease) in net assets available for benefits between the accompanying financial statements and the Form 5500:

	As of December 31,	
	2008	2007
<b>Statements of Net Assets Available for Benefits</b>		
Net assets available for benefits per the financial statements	\$ 5,802,834	\$ 8,283,654
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(52,486)	(2,224)
<b>Net assets available for benefits per the Form 5500, at fair value</b>	<b>\$ 5,750,348</b>	<b>\$ 8,281,430</b>

	Year Ended December 31, 2008	
<b>Statement of Changes in Net Assets Available for Benefits:</b>		
Net increase (decrease) in net assets available for benefits per the financial statements	\$	(2,480,820)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		(50,262)
<b>Net increase (decrease) in net assets available for benefits per Form 5500</b>	<b>\$</b>	<b>(2,531,082)</b>

**Supplemental Schedule**

**The Zatarain s Partnership, L.P. 401(k) Savings Plan****Schedule H, Line 4i Schedule of Assets (Held at End of Year)**

As of December 31, 2008

Description of Investments	Shares Held	Current Value
<b>McCormick Stock Fund</b>		
McCormick & Company, Incorporated Common stock*	2,707	\$ 86,245
<b>Money Market Fund</b>		
Wells Fargo Short-Term Investment Money Market Fund*	8,001	8,001
		94,246
<b>Pooled, Common and Collective Funds</b>		
Wells Fargo Stable Return Fund*	21,683	937,813
<b>Mutual Funds</b>		
Vanguard Target Retirement 2025 #304	87,409	810,285
American Funds EuroPacific Growth Fund	26,066	728,557
T Rowe Price Growth Stock Fund	35,034	674,064
Vanguard Total Bond Market Index I #222	59,062	601,250
Vanguard Institutional Index Fund	6,097	503,272
Vanguard Target Retirement 2015	37,182	355,090
ICM Small Company Value Fund	5,673	104,841
Vanguard Total International Stock Index	9,016	97,286
Vanguard Target Retirement 2035 #305	10,152	93,911
Vanguard Target Retirement 2045 #306	5,178	49,554
Vanguard Windsor II Fund Adm	1,252	42,458
Blackrock Large Cap Core Fund	4,980	42,033
Vanguard Small Cap Index Signal	2,110	38,805
Vanguard Mid Cap Index Fund	2,846	33,642
Managers Small-Cap Fund	2,146	23,737
Vanguard Target Retirement Fund #308	407	3,874
Pimco Total Return Fund Institutional Shares #35	129	1,312
		4,203,971
Participant loans (4.25% 8.25% annual interest rates)*	N/A	156,807
		\$ 5,392,837

\* Indicates parties-in-interest to the Plan.

Note: Historical cost has been omitted, as all investments are participant directed.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements pertaining to the McCormick 401(k) Retirement Plan, Mojave Foods Corporation 401(k) Retirement Plan and Zatarain's Partnership, L.P. 401(k) Savings Plan of McCormick & Company, Inc. of our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, and our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2008.

<b>Form</b>	<b>Registration Number</b>	<b>Date Filed</b>
S-8	333-158573	04/14/2009
S-8	333-155775	11/28/2008
S-8	333-150043	04/02/2008
S-3	333-147809	12/04/2007
S-8	333-142020	04/11/2007
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-57590	03/26/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	333-23727	03/21/1997

/s/ SB & Company LLC

May 21, 2009

Hunt Valley, Maryland

**Required Information**

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

- a) i) Report of Registered Public Accounting Firm
- viii) Statements of Net Assets Available For Benefits
- ix) Statements of Changes in Net Assets Available For Benefits
- x) Notes to Financial Statements
- b) Exhibits: Consent of Independent Registered Public Accounting Firm.

**SIGNATURES**

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

THE MOJAVE FOODS CORPORATION 401(K) RETIREMENT PLAN

DATE: May 21, 2009

By: /s/ Craig Berger  
Craig Berger  
Director of Finance Mojave Foods Corporation and Plan  
Administrator

**The Mojave Foods Corporation 401(k) Retirement Plan**  
**Financial Statements and Supplemental Schedule Together with**  
**Report of Independent Registered Public Accounting Firm**  
**As of November 30, 2008 and 2007**



November 30, 2008 and 2007

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Investment Committee

McCormick & Company, Incorporated

(on behalf of The Mojave Foods Corporation 401(k) Retirement Plan)

We have audited the accompanying statements of net assets available for benefits of The Mojave Foods Corporation 401(k) Retirement Plan (the Plan) as of November 30, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended November 30, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of November 30, 2008 and 2007 and the changes in its net assets available for benefits for the year ended November 30, 2008, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of November 30, 2008 is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ SB & Company, LLC

Hunt Valley, Maryland

May 21, 2009

**The Mojave Foods Corporation 401(k) Retirement Plan****Statements of Net Assets Available for Benefits**

As of November 30, 2008 and 2007

	2008	2007
<b>ASSETS</b>		
Investments:		
Securities at fair value, participant directed:		
McCormick Stock Fund	\$ 43,655	\$ 47,547
Pooled, common and collective funds	91,288	55,856
Mutual funds	516,666	618,480
Participant loans	33,296	10,312
<b>Total Investments</b>	<b>684,905</b>	732,195
Receivables:		
Employer contribution	37,494	35,757
Employee contributions	244	7,138
Accrued interest and dividends	464	319
<b>Total Receivables</b>	<b>38,202</b>	43,214
<b>Total Assets at Fair Value</b>	<b>723,107</b>	775,409
<b>LIABILITIES</b>		
Due to funds for securities purchased	471	
<b>Net Assets at Fair Value</b>	<b>722,636</b>	775,409
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	5,109	168
<b>Net Assets Available for Benefits</b>	<b>\$ 727,745</b>	\$ 775,577

The accompanying notes are an integral part of these financial statements.

**The Mojave Foods Corporation 401(k) Retirement Plan****Statement of Changes in Net Assets Available for Benefits****For the Year Ended November 30, 2008**

<b>ADDITIONS</b>	
Contributions:	
Employer contributions	\$ 37,494
Employee contributions	168,942
Earnings from investments:	
Dividends:	
McCormick & Company, Incorporated	1,360
Mutual funds	15,386
Other, net	1,055
<b>Total Additions</b>	<b>224,237</b>
<b>DEDUCTIONS</b>	
Net depreciation of investments	247,062
Participant withdrawals	24,807
Administrative expenses	200
<b>Total Deductions</b>	<b>272,069</b>
Net decrease	(47,832)
Net assets available for benefits, beginning of year	775,577
<b>Net Assets Available for Benefits, End of Year</b>	<b>\$ 727,745</b>

The accompanying notes are an integral part of this financial statement.

**The Mojave Foods Corporation 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**1. DESCRIPTION OF THE PLAN**

The Mojave Foods Corporation 401(k) Retirement Plan (the Plan) is a defined contribution plan sponsored by Mojave Foods Corporation (the Company, the Plan Sponsor), which incorporates a 401(k) savings and investment option. The Company is a wholly owned subsidiary of McCormick & Company, Incorporated. The Plan covers substantially all full-time employees of Mojave Foods Corporation who have completed six months of service. Employees classified as leased employees of the Company are not eligible for participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

The Plan began April 1, 2004. The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, vesting provisions, and investment alternatives are contained in the Plan document.

**Contributions**

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 60% of their earnings, subject to certain limitations. The Plan allows but does not require the Company to make matching contributions or other contributions at its discretion. Only participants employed by the Company on the last day of a plan year are eligible to receive any Company contributions made for such plan year. During the year ended November 30, 2008, the Company made a discretionary matching contribution of 20% of eligible employee pretax contributions.

Participants are immediately vested in their contributions, in earnings on their contributions, in matching Company contributions and in earnings on vested Company contributions.

Participants' elective contributions, as well as Company matching contributions, are invested in the Plan's investment funds as directed by the participant.

**Participant Accounts**

Each participant's account is credited with the participant's contribution, and an allocation of the employer's contribution made on his or her behalf plus a proportionate interest in the investment earnings of the funds in which the contributions are vested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

**The Mojave Foods Corporation 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**1. DESCRIPTION OF THE PLAN (continued)**

**Participant Loans**

Participants are permitted to take loans from their account balances, subject to a \$500 minimum. The maximum of any loan cannot exceed one-half of the participant's contributed account balance or \$50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Plan Sponsor determines the interest rate for loans based on current market rates. The loans are secured by the participant's account and bear interest at rates ranging from 5.00% to 8.50%.

Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer terms are available for loans taken to purchase, construct, or substantially rehabilitate a primary home for the participant or the participant's immediate family.

**Payment of Benefits**

Participants may choose to receive account distributions either in the form of a lump sum payment or installments over a period of time as defined in the Plan Agreement. Benefits and withdrawals are recorded when paid.

**Plan Termination**

Upon termination of service, a participant with an account balance greater than \$1,000 may elect to rollover the balance to an Individual Retirement Account, or another qualified plan, or elect to receive a lump-sum payment equal to his or her account balance. Balances less than \$1,000 will automatically be paid directly to the participant.

The Company has no intentions to terminate the plan; however, the Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial or other good cause make it necessary to do so. Also the Company may amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested benefits.

**The Mojave Foods Corporation 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**2. SUMMARY OF ACCOUNTING POLICIES**

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

**Adoption of New Accounting Guidance**

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP). The FSP defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined-contribution health and welfare and pension plans. The financial statement presentation and disclosure provisions of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006, and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan has adopted the provisions of the FSP as of November 30, 2007.

As required by the FSP, investments in the accompanying statements of net assets available for benefits include fully benefit-responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined-Contribution Pension Plans*, as amended, requires fully benefit-responsive investment contracts to be reported at fair value in the Plan's statements of net assets available for benefits with a corresponding adjustment to reflect these investments at contract value.

**Valuation of Securities and Income Recognition**

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the Plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers estimate of the individual investments held by the fund. Mutual funds are valued at the closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the accompanying statement of changes in net assets available for benefits as net depreciation of investments.



**The Mojave Foods Corporation 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**2. SUMMARY OF ACCOUNTING POLICIES (continued)**

**Valuation of Securities and Income Recognition (continued)**

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of investments are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick & Company, Incorporated common stock (voting and non-voting) and funds held in the Wells Fargo Short-Term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick & Company, Incorporated common stock and the cash investments held by the Fund. As of November 30, 2008, 5,046 units were outstanding with a value of approximately \$8.65 per unit (5,649 units were outstanding with a value of approximately \$8.42 per unit as of November 30, 2007). As of November 30, 2008, the Fund held 1,342 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$39,951 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$3,704. As of November 30, 2007, the Fund held 1,126 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$43,024 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$4,523.

One of the investment options offered by the Plan, the Wells Fargo Stable Return Fund N (the Stable Return Fund), is a common collective trust that is fully invested in Wells Fargo Stable Return Fund G, which is fully invested in contracts deemed to be fully benefit responsive within the meaning of the FSP. Accordingly, in the statements of net assets available for benefits, the Stable Return Fund, along with the Plan's other investments, is stated at fair value with a corresponding adjustment to reflect the investment in the Stable Return Fund at contract value. Contract value represents cost plus accrued income minus redemptions.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Company provides the Plan with certain management and administrative services for which no fees are charged; however, participant loan service fees are paid by the Plan and included as administrative expenses.

**The Mojave Foods Corporation 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**2. SUMMARY OF ACCOUNTING POLICIES (continued)**

**Recent Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ). SFAS No. 157 provides a common definition of fair value to be applied to existing accounting principles generally accepted in the United States requiring the use of fair value measures, establishes a framework for measuring fair value and enhances disclosure about fair value measures under other accounting pronouncements, but does not change existing guidance as to whether or not an asset or liability is carried at fair value. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and, as such, was adopted by the Plan in 2008. Adoption of SFAS No. 157 did not have a material impact to the Plan.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of year end and the changes therein and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**3. INCOME TAX STATUS**

The Plan was designed using a non-standardized prototype plan document and has received an opinion letter from the Internal Revenue Service (IRS) dated August 30, 2001 stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code, and therefore, the related trust is tax-exempt. In accordance with Revenue Procedure 2006-6 and Announcement 2001-77, the Plan sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore, believes that the Plan is qualified and the related trust is tax-exempt.

**The Mojave Foods Corporation 401(k) Retirement Plan****Notes to the Financial Statements****November 30, 2008 and 2007****4. INVESTMENTS**

The Plan's investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. During the year ended November 30, 2008, the Plan's investments (including investments bought, sold, or held throughout the year) (depreciated) appreciated in fair value by \$(247,062), as follows:

McCormick & Company, Incorporated - Common stock	\$ (14,137)
Pooled, common and collective funds	7,934
Mutual funds	(240,859)
 Total	 \$ (247,062)

The value of individual investments that represent 5% or more of the Plan's net assets available for benefits as of November 30, 2008 and 2007 are as follows:

	As of November 30,	
	2008	2007
McCormick & Company, Incorporated - common stock fund	\$ 39,951	\$ 47,547
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund (at contract value)	96,397	56,024
Mutual funds:		
Vanguard Total Bond Market Index Fund I #222	114,184	
Vanguard Institutional Index Fund	108,774	
ICM Small Company Portfolio Fund	51,225	77,646
Vanguard Target Retirement 2035 #305	39,841	56,491
Vanguard Target Retirement 2025 #304	35,337	38,563

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**The Mojave Foods Corporation 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**4. INVESTMENTS (continued)**

**Fair Value Measurements (continued)**

Financial Accounting Standards Board Statement No. 157, *Fair Value Measurements* (FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB Statement No. 157 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement. The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at November 30, 2008.

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*Common stocks, corporate bonds and U.S. government securities:* Valued at the closing price reported on the active market on which the individual securities are traded.

*Mutual funds:* Valued at the net asset value ( NAV ) of shares held by the plan at year end.

*Participant loans:* Valued at amortized cost, which approximates fair value.

**The Mojave Foods Corporation 401(k) Retirement Plan**

**Notes to the Financial Statements**

**November 30, 2008 and 2007**

**4. INVESTMENTS (continued)**

**Fair Value Measurements (continued)**

*Guaranteed investment contract:* Valued at the relative fair value of the underlying market value of investments in the contract.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of November 30, 2008:

	Assets at Fair Value as of November 30, 2008			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 516,666	\$	\$	\$ 516,666
Common stocks	43,655			43,655
Guaranteed investment contract		91,288		91,288
Participant loans			33,296	33,296
<b>Total assets at fair value</b>	<b>\$ 560,321</b>	<b>\$ 91,288</b>	<b>\$ 33,296</b>	<b>\$ 684,905</b>

**Level 3 Gains and Losses**

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended November 30, 2008

	Participant Loans
Balance, beginning of year	\$ 10,312
Realized gains/(losses)	
Unrealized gains/(losses) relating to instruments still held at the reporting date	
Purchases, sales, issuances and settlements, net	22,984
<b>Balance, end of year</b>	<b>\$ 33,296</b>

**The Mojave Foods Corporation 401(k) Retirement Plan****Notes to the Financial Statements****November 30, 2008 and 2007****5. TRANSACTIONS WITH PARTIES-IN-INTEREST**

The Plan holds investments in common stock of McCormick & Company, Incorporated, the Parent of the Plan Sponsor, and in funds managed by affiliates of Wells Fargo Minnesota N.A., the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo Minnesota N.A. funds are at the same rates as non-affiliated holders of these securities.

**6. RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

**7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500**

The following table presents a reconciliation of net assets available for benefits and net increase (decrease) in net assets available for benefits between the accompanying financial statements and the Form 5500:

	<b>As of November 30,</b>	
	<b>2008</b>	<b>2007</b>
<b>Statements of Net Assets Available for Benefits</b>		
Net assets available for benefits per the financial statements	<b>\$ 693,585</b>	\$ 775,577
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<b>(5,109)</b>	(168)
<b>Net assets available for benefits per the Form 5500, at fair value</b>	<b>\$ 688,476</b>	\$ 775,409

	<b>Year Ended</b>	
	<b>November 30, 2008</b>	
<b>Statement of Changes in Net Assets Available for Benefits:</b>		
Net increase (decrease) in net assets available for benefits per the financial statements	<b>\$</b>	<b>(81,992)</b>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		<b>(4,941)</b>
<b>Net increase (decrease) in net assets available for benefits per Form 5500</b>	<b>\$</b>	<b>(86,933)</b>

**Supplemental Schedule**



**The Mojave Foods Corporation 401(k) Retirement Plan****Schedule H, Line 4i Schedule of Assets (Held at End of Year)**

As of November 30, 2008

Description of Investments	Shares Held	Current Value
<b>McCormick Stock Fund</b>		
McCormick & Company, Incorporated Common stock*	1,342	\$ 39,951
<b>Money Market Fund</b>		
Wells Fargo Short-Term Investment Money Market Fund*	3,704	3,704
		43,655
<b>Pooled, Common and Collective Funds</b>		
Wells Fargo Stable Return Fund*	2,117	91,288
<b>Mutual Funds</b>		
Vanguard Total Bond Market Index Fund I #222	11,545	114,184
Vanguard Institutional Index Fund	1,321	108,774
ICM Small Company Portfolio Fund	2,525	51,225
Vanguard Target Retirement 2035 #305	4,302	39,841
Vanguard Target Retirement 2025 #304	3,800	35,337
Vanguard Windsor II Fund Adm	1,008	34,085
T. Rowe Price Growth Stock Fund	1,767	33,396
Vanguard Target Retirement Fund #308	3,569	33,223
American Funds EuroPacific Growth Fund	1,085	30,550
Vanguard Target Retirement 2015 #303	1,570	15,085
Blackrock Large Cap Core Fund	1,528	12,220
Vanguard Total International Stock Index	485	4,985
Vanguard Target Retirement Fund 2045 #306	316	3,027
Vanguard Mid Cap Index Fund	32	366
Managers Small Cap fund #416	18	189
Vanguard Small Cap Index Signal #1345	10	179
		516,666
Participant loans (5.00%-8.50 % annual interest rates)*	N/A	33,296
		\$ 684,905

\* Indicates parties-in-interest to the Plan.

Note: Historical cost has been omitted, as all investments are participant directed.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements pertaining to the McCormick 401(k) Retirement Plan, Mojave Foods Corporation 401(k) Retirement Plan and Zatarain's Partnership, L.P. 401(k) Savings Plan of McCormick & Company, Inc. of our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2008, and our report dated May 21, 2009, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2008.

<b>Form</b>	<b>Registration Number</b>	<b>Date Filed</b>
S-8	333-158573	04/14/2009
S-8	333-155775	11/28/2008
S-8	333-150043	04/02/2008
S-3	333-147809	12/04/2007
S-8	333-142020	04/11/2007
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-57590	03/26/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	333-23727	03/21/1997

/s/ SB & Company LLC

May 21, 2009

Hunt Valley, Maryland