

MCCORMICK & CO INC
 Form 4
 March 03, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONTINO FRANCIS A

 (Last) (First) (Middle)
MCCORMICK & COMPANY,
INCORPORATED, 18 LOVETON
CIRCLE

2. Issuer Name and Ticker or Trading Symbol
MCCORMICK & CO INC [MKC]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

MCCORMICK & COMPANY,
INCORPORATED, 18 LOVETON
CIRCLE

 (Street)
SPARKS, MD 21152

3. Date of Earliest Transaction
 (Month/Day/Year)
02/28/2008

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
Executive Vice President -

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock - Voting	02/28/2008		M	A	3,182	\$ 32.83	13,514 D
Common Stock - Voting	02/28/2008		F	D	1,083	\$ 35.56	12,431 D
Common Stock - Voting						21,137 ⁽¹⁾	I Trust
Common Stock - Voting						27,947.685	I 401(k)

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Stock - Voting								Retirement Plan
Common Stock - Non Voting	02/28/2008	M	1,061	A	\$ 32.83	1,822.92	D	
Common Stock - Non Voting	02/28/2008	F	362	D	\$ 35.56	1,460.92	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 32.83	02/28/2008		M	3,182	(2)	(2)	Common Stock - Voting	3,182
Restricted Stock Unit	\$ 32.83	02/28/2008		M	1,061	(2)	(2)	Common Stock - Non Voting	1,061

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTINO FRANCIS A MCCORMICK & COMPANY, INCORPORATED			Executive Vice President -	

18 LOVETON CIRCLE
SPARKS, MD 21152

Signatures

W. Geoffrey Carpenter,
Attorney-in-Fact

03/03/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Reflects downward adjustment due to clerical error in filing dated October 4, 2006
- (2) The reported Restricted Stock Units entitle the reporting person to receive, on each of 2/28/07 and 2/28/08, a distribution of common stock equal to 50% of the grant.
- (3) Restricted Stock Units granted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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