

MCCORMICK & CO INC  
 Form 4  
 April 04, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**KELLY KENNETH A JR**

(Last) (First) (Middle)

**MCCORMICK & COMPANY,  
 INCORPORATED, 18 LOVETON  
 CIRCLE**

(Street)

**SPARKS, MD 21152**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**04/02/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice President and Controller**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock - Voting           |                                      |  |                                |   |   | 7,223.05   | D                                 |
| Common Stock - Non Voting       |                                      |  |                                |   |   | 3,637.24   | 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)

number.

**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) |                  |                 |                           |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|---------------------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title                     | Amount or Number of Shares |
| Option - Right to Buy                      | \$ 37.59   | 04/02/2008                           |  | A                              |   | 9,000  |   | 04/02/2009       | 04/01/2018      | Common Stock - Voting     | 9,000                      |
| Option - Right to Buy                      | \$ 37.59   | 04/02/2008                           |  | A                              |   | 3,000  |   | 04/02/2009       | 04/01/2018      | Common Stock - Non Voting | 3,000                      |
| Restricted Stock Units                     | (1)  | 04/02/2008                           |  | A                              |   | 1,996  |   | (2)              | (2)             | Common Stock - Voting     | 1,996                      |
| Restricted Stock Units                     | (1)  | 04/02/2008                           |  | A                              |   | 664  |   | (2)              | (2)             | Common Stock - Non Voting | 664                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| KELLY KENNETH A JR<br>MCCORMICK & COMPANY, INCORPORATED<br>18 LOVETON CIRCLE<br>SPARKS, MD 21152 |               |           | Vice President and Controller |       |

## Signatures

W. Geoffrey Carpenter,  
Attorney-in-fact

04/04/2008

\_\_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) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

The reported Restricted Stock Units entitle the reporting person to receive, on each of the first and second anniversaries of the grant date,

(2) a distribution of common stock equal to 50% of the grant. Once vested, the Restricted Stock Units are settled in an equal number of shares of Common Stock.

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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