

MCCORMICK & CO INC
Form 4
August 14, 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 *
Stetz Gordon McKenzie 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)
07/21/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | | 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) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|-----|---|--|-----------------------------------|-------|
| | | | Code | V | Amount | (D) | | | | Price |
| Common Stock - Voting | 07/21/2008 | | J ⁽¹⁾ | V | 68.297 | A | \$ 38.7416 | 12,095.227 | D | |
| Common Stock - Voting | 08/12/2008 | | M | | 10,500 | A | \$ 21.375 | 22,595.227 | D | |
| Common Stock - Voting | 08/12/2008 | | F | | 7,161 | D | \$ 41.405 | 15,434.227 | D | |
| Common Stock - Voting | 08/12/2008 | | M | | 7,000 | A | \$ 22.26 | 22,434.227 | D | |

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Stock -
Voting

Common

Stock - 08/12/2008 F 4,872 D \$ 41.405 17,562.227 D
Voting

Common

Stock - 973.2753 I 401(k)
Voting Plan

Common

Stock - 07/21/2008 J⁽¹⁾ V 33.43 A \$ 38.7416 5,920.32 D
Non Voting

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option - Right to Buy | \$ 21.375 | 08/12/2008 | | M | 10,500 | 01/22/2003 01/21/2012 | Common Stock - Voting 10,500 |
| Option - Right to Buy | \$ 22.26 | 08/12/2008 | | M | 7,000 | 01/28/2004 01/27/2013 | Common Stock - Voting 7,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stetz Gordon McKenzie JR MCCORMICK & COMPANY, INCORPORATED | | | Executive Vice President & CFO | |

18 LOVETON CIRCLE
SPARKS, MD 21152

Signatures

Robert W. Skelton,
Attorney-in-Fact

08/14/2008

__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) Shares acquired pursuant to the McCormick Dividend Reinvestment Plan.

(2) Option exercised

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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