

MCCORMICK & CO INC

Form 4

March 30, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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)

03/28/2007

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)

Executive Vice President -

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)
Common Stock - Voting				(A) or (D)	14,923	D	
Common Stock - Voting				(A) or (D)	41,137	I	Trust
Common Stock - Voting				(A) or (D)	27,947.685 (1)	I	401(k) Retirement Plan
Common				(A) or (D)	1,460.92	D	

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Stock -
Non Voting

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to Buy	\$ 38.28	03/28/2007		A		24,676		03/28/2008	03/27/2017	Common Stock - Voting	24,676
Option - Right to Buy	\$ 38.28	03/28/2007		A		8,224		03/28/2008	03/27/2017	Common Stock - Non Voting	8,224
Restricted Stock Units	(2)	03/28/2007		A		6,104		(3)	(3)	Common Stock - Voting	6,104
Restricted Stock Units	(2)	03/28/2007		A		2,034		(3)	(3)	Common Stock - Non Voting	2,034

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CONTINO FRANCIS A MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X Executive Vice President -

Signatures

Sonia Cudd,
Attorney-in-Fact

03/30/2007

__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).

Shares held in the McCormick 401(k) Retirement Plan as of March 28, 2007. The reporting person owns units in the McCormick Stock

(1) Fund in the 401(k) Retirement Plan and the number of shares reported as beneficially owned is based on the reporting person's pro rata interest in the net asset value of the McCormick Stock Fund on the date indicated.

(2) 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 date of

(3) grant, 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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