

MCCORMICK & CO INC  
 Form 4  
 March 13, 2006

**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 \*  
**LAWLESS ROBERT J**  
  
 (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)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

(Street)  
**SPARKS, MD 21152**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/28/2006**

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

(City) (State) (Zip)

**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 or Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock - Voting           |                                      |                                                    |                                | (A) or (D)                                                        | 230,538.177                                                                            | D                                                        |                                                       |
| Common Stock - Voting           |                                      |                                                    |                                | (A) or (D)                                                        | 17,010.582                                                                             | I                                                        | McCormick Profit Sharing Plan                         |
| Common Stock - Voting           |                                      |                                                    |                                | (A) or (D)                                                        | 61,625.916                                                                             | I                                                        | Deferred Compensation Plan                            |
| Common Stock - Voting           |                                      |                                                    |                                | (A) or (D)                                                        | 68,419.701                                                                             | D                                                        |                                                       |

Stock -  
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) | Title                                                         | Amount or Number of Shares |
| Option - Right to Buy                      | \$ 32.83                                               | 02/28/2006                           |                                                    | A                              |                                                                                         | 73,875                                                   |     | Common Stock - Voting                                         | 73,875                     |
| Option - Right to Buy                      | \$ 32.83                                               | 02/28/2006                           |                                                    | A                              |                                                                                         | 24,625                                                   |     | Common Stock - Non Voting                                     | 24,625                     |
| Restricted Stock Units                     | \$ 32.83                                               | 02/28/2006                           |                                                    | A                              |                                                                                         | 16,323                                                   | (2) | Common Stock - Voting                                         | 16,323                     |
| Restricted stock Units                     | \$ 32.83                                               | 02/28/2006                           |                                                    | A                              |                                                                                         | 5,441                                                    | (2) | Common Stock - Non Voting                                     | 5,441                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |                             |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                                | Director      | 10% Owner | Officer                     | Other |
| LAWLESS ROBERT J<br>MCCORMICK & COMPANY, INCORPORATED<br>18 LOVETON CIRCLE<br>SPARKS, MD 21152 | X             |           | Chairman, President and CEO |       |

## Signatures

Sonia Cudd,  
Attorney-in-Fact

03/13/2006

\_\_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) Option granted
  - (2) The reported Restricted Stock Units entitle the reporting person to receive, on each of the first and second anniversaries of the date of grant, a distribution of common stock equal to 50% of the grant
  - (3) Restrcited 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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