

MCCORMICK & CO INC  
Form 4  
March 24, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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**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 \*  
**PRESTON MARGARET M V**  
  
(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)  
**03/22/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock - Voting	03/22/2006		A	A	\$ 575 34.82	D	
Common Stock - Voting	03/22/2006		A	A	\$ 77.542 34.82	I	Deferred Compensation Plan

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option - Right To Buy	\$ 34.82	03/22/2006		A	2,500	03/21/2007	03/20/2016	Common Stock - Voting	2,500
Option - Right To Buy	\$ 34.82	03/22/2006		A	2,500	03/21/2007	03/20/2016	Common Stock - Non Voting	2,500
Restricted Stock Units	(1)	03/22/2006		A	750	03/01/2007	03/01/2007 <sup>(2)</sup>	Common Stock - Non Voting	750
Restricted Stock Units	(1)	03/22/2006		A	250	03/01/2007	03/01/2007 <sup>(2)</sup>	Common Stock - Non Voting	250

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

PRESTON MARGARET M V  
MCCORMICK & COMPANY, INCORPORATED  
18 LOVETON CIRCLE  
SPARKS, MD 21152

X

## Signatures

Sonia Cudd,  
Attorney-in-fact

03/24/2006

        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) Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- (2) Vested restricted stock units convert and settle 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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