

MCCORMICK & CO INC
 Form 4
 January 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
LAWLESS ROBERT J

(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)
01/01/2008

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)

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)	Price		
				Code	V	Amount	
Common Stock - Voting	01/01/2008			M	8,162	A	\$ 32.83 251,984.82 D
Common Stock - Voting	01/01/2008			F	2,326	D	\$ 37.995 249,658.82 D (1)
Common Stock - Voting	01/01/2008			M	19,104	A	\$ 38.28 268,762.82 D
Common Stock - Voting	01/01/2008			F	5,148	D	\$ 263,614.82 D

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Stock - Voting					37.995 <u>(1)</u>			
Common Stock - Voting					17,621.31	I		401(k) Retirement Plan
Common Stock - Voting					63,654.988	I		Deferred Compensation Plan
Common Stock - Non Voting	01/01/2008		M	2,721	A	\$ 32.83	41,706.88	D
Common Stock - Non Voting	01/01/2008		F	992	D	\$ 37.995 <u>(1)</u>	40,714.88	D
Common Stock - Non Voting	01/01/2008		M	6,366	A	\$ 38.28	47,080.88	D
Common Stock - Non Voting	01/01/2008		F	2,321	D	\$ 37.995 <u>(1)</u>	44,759.88	D

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

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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)	8. Amount or Number of Shares		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Restricted Stock	\$ 32.83	01/01/2008		M		8,162	<u>(2)</u>	<u>(2)</u>	Common Stock -	8,162

Units								Voting	
Restricted Stock Units	\$ 38.28	01/01/2008	M	19,104	(2)	(2)		Common Stock - Voting	19,104
Restricted Stock Units	\$ 32.83	01/01/2008	M	2,721	(2)	(2)		Common Stock - Non Voting	2,721
Restricted Stock Units	\$ 38.28	01/01/2008	M	6,366	(2)	(2)		Common Stock - Non Voting	6,366

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWLESS ROBERT J MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X			

Signatures

W. Geoffrey Carpenter, Attorney-in-Fact 01/03/2008

__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) The price is the average of the high and low trading price of the shares on the last trading day prior to the Transaction Date.
 - (2) Pursuant to the Restricted Stock Unit Agreement, these Restricted Stock Units immediately became fully vested and nonforfeitable upon Mr. Lawless' retirement, effective January 1, 2008.
 - (3) Restricted Stock Units granted.

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