

MCCORMICK & CO INC  
 Form 4  
 April 04, 2007

**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 \*  
**WEATHERHOLTZ KAREN D**

(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)  
**04/02/2007**

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)  
 Senior 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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock - Voting	04/02/2007		M		1,023	A	\$ 32.83	26,450	D	
Common Stock - Voting	04/02/2007		F		349	D	\$ 38.39	26,101	D	
Common Stock - Voting	04/02/2007		M		1,754	A	\$ 38.28	27,855	D	
Common Stock - Voting	04/02/2007		F		597	D	\$	27,258	D	

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Stock - Voting						38.39		
Common Stock - Voting						20,418.174	I	401(k) Retirement Plan
Common Stock - Non Voting	04/02/2007		M	341	A	\$ 32.83	565.865	D
Common Stock - Non Voting	04/02/2007		F	117	D	\$ 38.39	448.865	D
Common Stock - Non Voting	04/02/2007		M	584	A	\$ 38.28	1,032.865	D
Common Stock - Non Voting	04/02/2007		F	199	D	\$ 38.39	833.865	D

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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 32.83	04/02/2007		M	1,023	<u>(1)</u>	<u>(1)</u>	Common Stock - Voting	1,023
Restricted Stock Units	\$ 38.28	04/02/2007		M	1,754	<u>(1)</u>	<u>(1)</u>	Common Stock - Voting	1,754

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Stock Units								Stock - Voting	
Restricted Stock Units	\$ 32.83	04/02/2007	M	341	<u>(1)</u>	<u>(1)</u>		Common Stock - Non Voting	341
Restricted Stock Units	\$ 38.28	04/02/2007	M	584	<u>(1)</u>	<u>(1)</u>		Common Stock - Non Voting	584
Option - Right to Buy	\$ 12.72				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	18,750
Option - Right to Buy	\$ 17.84				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	31,500
Option - Right to Buy	\$ 21.38				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	31,500
Common Stock - Voting	\$ 22.26				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	31,500
Option - Right to Buy	\$ 30.6				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	27,900
Option - Right to Buy	\$ 38.35				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	17,550
Option - Right to Buy	\$ 32.83				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	9,225
Option - Right to Buy	\$ 38.28				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	7,950
Option - Right to Buy	\$ 12.72				<u>(3)</u>	<u>(3)</u>		Common Stock - Non Voting	6,250
Option - Right to Buy	\$ 17.84				<u>(3)</u>	<u>(3)</u>		Common Stock - Non Voting	10,500
Option - Right to	\$ 21.38				<u>(3)</u>	<u>(3)</u>		Common Stock -	10,500



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