

TIMBIE MARK T
Form 4
March 02, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TIMBIE MARK T

2. Issuer Name and Ticker or Trading Symbol
MCCORMICK & CO INC [MKC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

MCCORMICK & COMPANY,
INCORPORATED, 18 LOVETON
CIRCLE

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2007

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Consumer Products Group

(Street)

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

SPARKS, MD 21152

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|--------|---|--|-----------------------------------|------------|
| | | | | Code | V | Amount | | | | (A) or (D) |
| Common Stock - Voting | 02/28/2007 | | M | | 2,410 | A | \$ 32.83 | 35,250.806 | D | |
| Common Stock - Voting | 02/28/2007 | | F | | 1,062 | D | \$ 38.76 | 34,188.806 | D | |
| Common Stock - Non Voting | 02/28/2007 | | M | | 803 | A | \$ 32.83 | 13,169.555 | D | |
| Common | 02/28/2007 | | F | | 354 | D | \$ | 12,815.555 | D | |

Stock - 38.76
 Non Voting

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | \$ 32.83 | 02/28/2007 | | M | 2,410 | (1) (1) | Common Stock - Voting | 2,410 |
| Restricted Stock Units | \$ 32.83 | 02/28/2007 | | M | 803 | (1) (1) | Common Stock - Non Voting | 803 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TIMBIE MARK T
 MCCORMICK & COMPANY, INCORPORATED
 18 LOVETON CIRCLE
 SPARKS, MD 21152

Consumer Products Group

Signatures

Sonia Cudd,
 Attorney-in-Fact 03/02/2007

**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).
- (1) The reported Restricted Stock Units entitle the reporting person to receive, on each of 2/28/2007 and 2/28/2008, a distribution of common stock equal to 50% of the grant.
- (2) Restricted Stock Unit granted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.