

MCCORMICK & CO INC
 Form 4
 August 14, 2008

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 *
 Stetz Gordon McKenzie JR

(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)
 07/21/2008

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)
 Executive Vice President & CFO

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		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	07/21/2008		J ⁽¹⁾	V	68.297	A	\$ 38.7416	12,095.227	D
Common Stock - Voting	08/12/2008		M		10,500	A	\$ 21.375	22,595.227	D
Common Stock - Voting	08/12/2008		F		7,161	D	\$ 41.405	15,434.227	D
Common Stock - Voting	08/12/2008		M		7,000	A	\$ 22.26	22,434.227	D

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Stock -
Voting

Common

Stock - 08/12/2008 F 4,872 D \$ 41.405 17,562.227 D
Voting

Common

Stock - 973.2753 I 401(k)
Voting Plan

Common

Stock - 07/21/2008 J⁽¹⁾ V 33.43 A \$ 38.7416 5,920.32 D
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)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option - Right to Buy	\$ 21.375	08/12/2008		M	10,500	01/22/2003 01/21/2012	Common Stock - Voting 10,500
Option - Right to Buy	\$ 22.26	08/12/2008		M	7,000	01/28/2004 01/27/2013	Common Stock - Voting 7,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stetz Gordon McKenzie JR
MCCORMICK & COMPANY, INCORPORATED

Executive Vice President & CFO

18 LOVETON CIRCLE
SPARKS, MD 21152

Signatures

Robert W. Skelton,
Attorney-in-Fact

08/14/2008

__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) Shares acquired pursuant to the McCormick Dividend Reinvestment Plan.

(2) Option exercised

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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