

MCCORMICK & CO INC
 Form 4
 February 19, 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 *
SKELTON ROBERT W

 (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)
01/18/2008

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP, General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock - Voting | 01/18/2008 | | J(1) | V | 436.967 | A | \$ 35.91 71,758.38 D |
| Common Stock - Voting | 02/14/2008 | | M | | 23,700 | A | \$ 16.625 95,458.38 D |
| Common Stock - Voting | 02/14/2008 | | F | | 15,456 | D | \$ 35.175 80,002.38 D |
| Common | | | | | | | 12,158.628 I 401(k) |

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| | | | | | | | | | |
|------------------------------------|------------|--|--------------------|---------|---|--------------|-----------|---|--------------------|
| Stock - Voting | | | | | | | | | Retirement Plan |
| Common Stock - Non Voting | 01/18/2008 | | J ⁽¹⁾ V | 304,773 | A | \$ 35.91 | 50,049.49 | D | |
| Common Stock - Non Voting | 02/14/2008 | | M | 7,900 | A | \$ 16.625 | 57,949.49 | D | |
| Common Stock - Non Voting | 02/14/2008 | | F | 5,152 | D | \$ 35.175 | 52,797.49 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option - Right to Buy | \$ 16.625 | 02/14/2008 | | M | | 03/18/1999 | 03/17/2008 | Common Stock - Voting | 23,700 |
| Option - Right to Buy | \$ 16.625 | 02/14/2008 | | M | | 03/18/1999 | 03/17/2008 | Common Stock - Non Voting | 7,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

SKELTON ROBERT W
MCCORMICK & COMPANY, INCORPORATED
18 LOVETON CIRCLE
SPARKS, MD 21152

Senior VP, General Counsel

Signatures

W. Geoffrey Carpenter,
Attorney-in-fact

02/19/2008

__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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