

MCCORMICK & CO INC

Form 10-K/A

May 28, 2008

[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended November 30, 2007

Commission file number 001-14920

McCORMICK & COMPANY, INCORPORATED

Maryland
(State of incorporation)

18 Loveton Circle

52-0408290
(IRS Employer Identification No.)

Edgar Filing: MCCORMICK & CO INC - Form 10-K/A

Sparks, Maryland
(Address of principal executive offices)

21152
(Zip Code)

Registrant's telephone number, including area code: (410) 771-7301

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of each exchange on which registered
Common Stock, No Par Value	New York Stock Exchange
Common Stock Non-Voting, No Par Value	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act: Not applicable.	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Act). (Check one)

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

The aggregate market value of the voting common equity held by non-affiliates at May 31, 2007: \$295,588,791

The aggregate market value of the non-voting common equity held by non-affiliates at May 31, 2007: \$4,336,471,138

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Number of Shares Outstanding	Date
Common Stock	12,737,897	December 31, 2007
Common Stock Non-Voting	115,122,793	December 31, 2007

DOCUMENTS INCORPORATED BY REFERENCE

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Document	Part of 10-K into which incorporated
Annual Report to Stockholders for Fiscal Year Ended November 30, 2007	Part I, Part II
Registrant's Proxy Statement dated February 20, 2008	Part III

Table of Contents

Explanatory Note

McCormick & Company, Inc. is filing this amendment to Item 15 of its Annual Report on Form 10-K for the fiscal year ended November 30, 2007, to include the financial statements required by Form 11-K with respect to the McCormick 401(K) Retirement Plan for the years ended November 30, 2007 and 2006, the Zatarain's Partnership L.P. 401(K) Retirement Plan for the years ended December 31, 2007 and 2006, and the Mojave Foods Corporation 401(K) Retirement Plan for the years ended November 30, 2007 and 2006. This amendment does not affect the Company's historical results of operations, financial condition or cash flows for any periods presented.

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended November 30, 2007

Commission File Number 001-14920

THE McCORMICK 401(K) RETIREMENT PLAN
THE ZATARAIN S PARTNERSHIP L.P. 401(K) RETIREMENT PLAN
THE MOJAVE FOODS CORPORATION 401(K) RETIREMENT PLAN

Full title of plans

McCORMICK & COMPANY, INCORPORATED

18 Loveton Circle

Sparks, Maryland 21152

Name of issuer of the securities held pursuant to the plan

and address of its principal office

Table of Contents

Required Information

Items 1 through 3: Not required; see Item 4 below.

Item 4. Plan Financial Statements and Schedules Prepared in accordance with the financial reporting requirements of ERISA.

- a) i) Report of Registered Public Accounting Firm
- ii) Statements of Net Assets Available For Benefits
- iii) Statements of Changes in Net Assets Available For Benefits
- iv) Notes to Financial Statements
- b) Exhibits: Consent of Independent Registered Public Accounting Firm.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

THE McCORMICK 401(K) RETIREMENT PLAN

DATE: May 27, 2008

By: /s/ Cecile K. Perich
Cecile K. Perich
Vice President - Human Relations

and Plan Administrator

Table of Contents

**The McCormick 401(k) Retirement Plan
Financial Statements and Supplemental Schedule Together with
Reports of Independent Registered Public Accounting Firms
As of November 30, 2007 and 2006**

Table of Contents

November 30, 2007 and 2006

CONTENTS

<u>REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMS</u>	1
<u>FINANCIAL STATEMENTS</u>	
<u>Statements of Net Assets Available for Benefits</u>	3
<u>Statement of Changes in Net Assets Available for Benefits</u>	4
<u>Notes to the Financial Statements</u>	5
<u>SUPPLEMENTAL SCHEDULE</u>	
<u>Schedule H, Line 4i – Schedule of Assets (Held at End of Year)</u>	13

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Investment Committee

McCormick & Company, Incorporated

We have audited the accompanying statement of net assets available for benefits of The McCormick 401(k) Retirement Plan (the Plan) as of November 30, 2007, and the related statement of changes in net assets available for benefits for the year ended November 30, 2007. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of November 30, 2007, and the changes in its net assets available for benefits for the year ended November 30, 2007, in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of November 30, 2007 is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ SB & Company, LLC
Hunt Valley, Maryland

May 21, 2008

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Investment Committee

McCormick & Company, Incorporated

We have audited the accompanying statement of net assets available for benefits of The McCormick 401(k) Retirement Plan as of November 30, 2006. This financial statement is the responsibility of the Plan's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the net assets available for benefits of the Plan as of November 30, 2006 in conformity with U.S. generally accepted accounting principles.

As described in Note 2, the Plan adopted Financial Accounting Standards Board Staff Position, AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans*, in 2007. In accordance with the provisions of this new standard, the statement of net assets available for benefits as of November 30, 2006 has been restated.

/s/ Ernst & Young, LLP
Baltimore, Maryland

May 22, 2007, except for Note 2 as to which the date is May 28, 2008

Table of Contents**The McCormick 401(k) Retirement Plan****Statements of Net Assets Available for Benefits**

As of November 30, 2007 and 2006

	2007	2006 Restated See Note 2
ASSETS		
Investments:		
Securities at fair value, participant directed:		
McCormick Stock Fund	\$ 113,983,182	\$ 129,624,307
Pooled, common and collective funds	24,180,133	28,631,459
Mutual funds	223,999,532	210,409,027
Participant loans	3,823,621	4,133,409
Total Investments	365,986,468	372,798,202
Receivables:		
Employer's contribution	33,588	(158)
Employees' contributions	69,114	30,468
Accrued interest and dividends	119,514	72,627
Due from funds for securities sold, net	939,135	21,697
Total Receivables	1,161,351	124,634
Total Assets at Fair Value	367,147,819	372,922,836
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	72,759	406,532
Net Assets Available for Benefits	\$ 367,220,578	\$ 373,329,368

The accompanying notes are an integral part of these financial statements.

Table of Contents**The McCormick 401(k) Retirement Plan****Statement of Changes in Net Assets Available for Benefits****For the Year Ended November 30, 2007**

ADDITIONS	
Contributions:	
Employer contributions	\$ 5,664,583
Employee contributions	13,791,568
Earnings from investments:	
Dividends:	
McCormick & Company, Incorporated	2,487,327
Mutual funds	3,277,387
Net appreciation of investments	14,784,942
Transfer from other plan	719,494
Other, net	340,662
Total Additions	41,065,963
DEDUCTIONS	
Participant withdrawals	47,161,979
Administrative expenses	12,774
Total Deductions	47,174,753
Net decrease	(6,108,790)
Net assets available for benefits, beginning of year	373,329,368
Net Assets Available for Benefits, End of Year	\$ 367,220,578

The accompanying notes are an integral part of this financial statements.

Table of Contents

The McCormick 401(k) Retirement Plan

Notes to the Financial Statements

November 30, 2007 and 2006

1. DESCRIPTION OF THE PLAN

The McCormick 401(k) Retirement Plan (the Plan) is a defined contribution plan sponsored by McCormick & Company, Incorporated (the Company, the Plan Sponsor), which incorporates a 401(k) savings and investment option.

Effective March 22, 2002, the Plan was amended to provide that the McCormick & Company, Incorporated Common Stock Fund investment option is designated as an employee stock ownership plan (ESOP). This designation allows participants investing in McCormick & Company, Incorporated common stock to elect to receive, in cash, dividends that are paid on McCormick & Company, Incorporated common stock held in their 401(k) Retirement Plan accounts. Dividends may also continue to be reinvested. The McCormick & Company, Incorporated common stock fund invests principally in Common Stock of the Plan Sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

During the Plan year 2006, the Company purchased Epicurean International. All eligible employees of Epicurean International became eligible for the Plan. The total net assets of the Simply Asia Foods 401(K) Plan, which was sponsored by Epicurean International, of approximately \$719,000 were transferred into Plan during the Plan year 2007.

The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, the vesting provisions, and investment alternatives is contained in the Plan Document.

Contributions

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 60% of their earnings, subject to certain limitations. Effective December 1, 2000, the Company and participating subsidiaries provide a matching contribution of 100% of the first 3% of an employee's contribution, and 50% on the next 2% of the employee's contribution. An employee is required to have one year of service with the Company to be eligible for the matching contribution.

Participants are immediately vested in their contributions, the Company's contributions including matching contributions, and all related earnings.

Participants' elective contributions, as well as Company matching contributions, are invested in the Plan's investment funds as directed by the participant.

Table of Contents

The McCormick 401(k) Retirement Plan

Notes to the Financial Statements

November 30, 2007 and 2006

1. DESCRIPTION OF THE PLAN (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution, and an allocation of the employer's contribution made on his or her behalf plus a proportionate interest in the investment earnings of the funds in which the contributions are vested. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

Participant Loans

Participants are permitted to take loans from their account balances, subject to a \$500 minimum. The maximum of any loan cannot exceed one-half of the participant's contributed account balance or \$50,000, less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Company's Investment Committee determines the interest rate for loans based on current market rates. The loans are secured by the participant's account and bear interest at rates ranging from 5.25% to 9.75%.

Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer loan terms are available for loans taken to purchase, construct, reconstruct, or substantially rehabilitate a primary home for the participant or the participant's immediate family.

Payment of Benefits

Participants may choose to receive account distributions either in the form of a lump sum payment or installments over a period of time as defined in the Plan Agreement. Benefits and withdrawals are recorded when paid.

Plan Termination

Upon termination of service, a participant with an account balance greater than \$5,000 may elect to leave his or her account balance invested in the Plan, elect to rollover his or her entire balance to an Individual Retirement Account (IRA) or another qualified plan, elect to receive a lump-sum payment equal to his or her entire balance, or elect annual installments to extend from two to eight years. Upon termination of service, a participant with an account balance less than \$5,000 may elect to rollover his or her entire balance to an IRA or another qualified plan or elect to receive a lump-sum payment equal to his or her entire balance. In the absence of instruction from a participant, balances less than \$1,000 automatically will be paid directly to the participant and those greater than \$1,000 will be rolled over to an IRA designated by the Plan Administrator.

Table of Contents

The McCormick 401(k) Retirement Plan

Notes to the Financial Statements

November 30, 2007 and 2006

**1. DESCRIPTION OF THE PLAN (continued)
Plan Termination (continued)**

The Company has no intentions to terminate the plan, however the Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial, or other good causes make it necessary to do so. Also the Company may amend the Plan at any time and in any respect, provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested benefits.

2. SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Adoption of New Accounting Guidance

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP). The FSP defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined-contribution health and welfare and pension plans. The financial statement presentation and disclosure provisions of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006, and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan has adopted the provisions of the FSP as of November 30, 2007.

As required by the FSP, investments in the accompanying statements of net assets available for benefits include fully benefit-responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pension Plans*, as amended, requires fully benefit-responsive investment contracts to be reported at fair value in the Plan's statements of net assets available for benefits with a corresponding adjustment to reflect these investments at contract value. The requirements of the FSP have been applied retroactively to the statement of net assets available for benefits as of November 30, 2006, presented for comparative purposes. Adoption of the FSP had no effect on the statement of changes in net assets available for benefits for any period presented.

Table of Contents

The McCormick 401(k) Retirement Plan

Notes to the Financial Statements

November 30, 2007 and 2006

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Valuation of Securities and Income Recognition

Investments are stated at aggregate fair value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the Plan year. Investments for which no sale was reported on that date are valued at the last reported bid price. Pooled, common and collective funds are valued by the issuer of the funds based on the fund managers estimate of the individual closing price of the funds on the last day of the plan year as quoted by the applicable fund issuer.

The change in the difference between fair value and the cost of investments is reflected in the accompanying statement of changes in net assets available for benefits as net appreciation of investments.

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of investments are added to the cost or deducted from the proceeds.

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick & Company, Incorporated common stock and funds held in the Wells Fargo Short-Term Investment Money Market Fund sufficient to meet the Fund's daily cash needs. Unitizing the Fund allows for daily trades. The value of a unit reflects the combined market value of McCormick common stock and the cash investments held by the Fund. As of November 30, 2007, 3,613,549 units were outstanding with a value of \$31.54 per unit (5,024,915 units were outstanding with a value of \$25.80 per unit as of November 30, 2006). As of November 30, 2007, the Fund held 2,966,128 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$113,335,761 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$647,421. As of November 30, 2006, the Fund held 3,303,271 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$127,902,663 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$1,721,644.

One of the investment options offered by the Plan, the Wells Fargo Stable Return Fund N (the Stable Return Fund), is a common collective trust that is fully invested in Wells Fargo Stable Return Fund G, which is fully invested in contracts deemed to be fully benefit-responsive within the meaning of the FSP. Accordingly, in the Statements of Net Assets Available for Benefits, the Stable Return Fund, along with the Plan's other investments, is stated at fair value with a corresponding adjustment to reflect the investment in the Stable Return Fund at contract value. Contract value represents cost plus accrued income minus redemptions.

Table of Contents

The McCormick 401(k) Retirement Plan

Notes to the Financial Statements

November 30, 2007 and 2006

2. SIGNIFICANT ACCOUNTING POLICIES (continued)
Valuation of Securities and Income Recognition (continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Company provides the Plan with certain management and administrative services for which no fees are charged; however, participant loan service fees are paid by the Plan and included as administrative expenses.

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 provides a common definition of fair value to be applied to existing accounting principles generally accepted in the United States requiring the use of fair value measures, establishes a framework for measuring fair value and enhances disclosure about fair value measures under other accounting pronouncements, but does not change existing guidance as to whether or not an asset or liability is carried at fair value. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and, as such, will be adopted by the Plan in 2008. Adoption of SFAS No. 157 is not expected to have a material impact to the Plan.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of year end and the changes therein and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Table of Contents**The McCormick 401(k) Retirement Plan****Notes to the Financial Statements****November 30, 2007 and 2006****3. INCOME TAX STATUS**

The Plan has received a determination letter from the Internal Revenue Service dated February 25, 2004, stating that the Plan as designed is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to receiving the determination from the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan sponsor believes the Plan is designed and currently being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

4. INVESTMENTS

The Plan's investments are held in bank-administered trust funds. The custodial trustee of the Plan is Wells Fargo Bank Minnesota N.A. During the year ended November 30, 2007 the Plan's investments (including investments bought, sold, or held throughout the year) appreciated (depreciated) in value by \$14,784,942, as follows:

McCormick & Company, Incorporated Common stock	\$ (1,919,532)
Pooled, common and collective funds	821,415
Mutual funds	15,883,059
 Total	 \$ 14,784,942

The value of individual investments that represent 5% or more of the Plan's net assets available for benefits as of November 30, 2007 and 2006 are as follows:

	As of November 30,	
	2007	2006
McCormick & Company, Incorporated Common stock fund	\$ 113,983,182	\$ 129,624,307
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund (at contract value)	24,252,892	29,037,991
Mutual funds:		
Vanguard S&P 500 Index Fund	45,930,340	45,688,232
Blackrock Large Cap Core Fund	39,770,870	40,465,305
American Funds EuroPacific Growth Fund	29,860,746	24,276,261

Table of Contents**The McCormick 401(k) Retirement Plan****Notes to the Financial Statements****November 30, 2007 and 2006****5. TRANSACTIONS WITH PARTIES-IN-INTEREST**

The Plan holds investments in common stock of McCormick & Company, Incorporated, the Plan Sponsor, and in funds managed by affiliates of Wells Fargo Minnesota N.A., the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo Minnesota N.A. funds are at the same rates as non-affiliated holders of these securities.

6. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying statements of net assets available for benefits.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits and increase in net assets per the accompanying financial statements and the Form 5500 are as follows:

	As of November 30,	
	2007	2006
Statements of Net Assets Available for Benefits		
Net assets available for benefits per the financial statements	\$ 367,220,578	\$ 373,329,368
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(72,759)	(406,532)
Net assets available for benefits per the Form 5500, at fair value	\$ 367,147,819	\$ 372,922,836
		Year Ended November 30, 2007
Statement of changes for net assets available for benefits:		
Net decrease in net assets available for benefits per the financial statements		\$ (6,108,790)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts		333,773
Net decrease in net assets available for benefits per Form 5500		\$ (5,775,017)

Table of Contents

Supplemental Schedule

Table of Contents**The McCormick 401(k) Retirement Plan****Schedule H, Line 4i Schedule of Assets (Held at End of Year)**

As of November 30, 2007

Description of Investments	Shares Held	Current Value
McCormick Stock Fund		
McCormick & Company, Incorporated Common Stock*	2,966,128	\$ 113,335,761
Money Market Fund		
Wells Fargo Short-Term Investment Money Market Fund*	647,421	647,421
		113,983,182
Pooled, Common and Collective Funds		
Wells Fargo Stable Return Fund*	585,093	24,180,133
Mutual Funds		
Vanguard S&P 500 Index Fund	338,146	45,930,340
Blackrock Large Cap Core Fund	2,884,037	39,770,870
American Funds EuroPacific Growth Fund	532,752	29,860,746
Vanguard Windsor II Fund Adm	233,732	14,977,521
Fidelity US Bond Index Fund	1,303,415	14,246,324
Vanguard Target Retirement Fund 2025 #304	1,003,408	14,168,116
ICM Small Company Value Fund	356,254	13,612,474
Vanguard Total International Stock Index	459,109	9,590,782
Managers Small Cap Fund	496,324	8,392,845
Vanguard Target Retirement Fund 2015	599,332	8,067,012
Vanguard Mid Cap Index Fund	268,045	5,645,023
T Rowe Price Growth Stock Fund	153,398	5,370,456
Vanguard Target Retirement Fund #308	460,745	5,197,205
Vanguard Target Retirement Fund 2035	320,337	4,814,671
Vanguard Index Trust Small Cap Stock Fund	94,005	2,820,148
Vanguard Target Retirement Fund 2045 #306	98,905	1,534,999
		223,999,532
Participant loans (5.25% 9.75% annual interest rates)*	N/A	3,823,621
		\$ 365,986,468

* Indicates parties-in-interest to the Plan.

Note: Historical cost has been omitted, as all investments are participant directed.

Table of Contents

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements pertaining to the McCormick 401(k) Retirement Plan, Mojave Foods Corporation 401(k) Retirement Plan and Zatarain's Partnership, L.P. 401(k) Savings Plan of McCormick & Company, Inc. of our report dated May 21, 2008, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2007, our report dated May 21, 2008, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended November 30, 2007, and our report dated May 21, 2008, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2007.

Form