

MCCORMICK & CO INC  
Form 4  
August 08, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
**WILSON ALAN 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)  
**08/06/2008**

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)  
**President & CEO**

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	08/06/2008		M	15,496	A	\$ 12.1788	46,339.14	D
Common Stock - Voting	08/06/2008		F	9,537	D	\$ 40.645	36,802.14	D
Common Stock - Voting	08/06/2008		M	30,000	A	\$ 21.375	66,802.14	D
Common Stock - Voting	08/06/2008		F	22,040	D	\$ 40.645	44,762.14	D

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Stock - Voting									
Common Stock - Voting	08/06/2008	M	30,000	A	\$ 17.8438	74,762.14	D		
Common Stock - Voting	08/06/2008	F	20,581	D	\$ 40.645	54,181.14	D		
Common Stock - Voting	08/06/2008	M	70,500	A	\$ 22.26	124,681.14	D		
Common Stock - Voting	08/06/2008	F	52,652	D	\$ 40.645	72,029.14	D		
Common Stock - Voting						910.34	I		Deferred Compensation Plan
Common Stock - Non Voting	08/06/2008	M	5,164	A	\$ 12.7188	11,981.02	D		
Common Stock - Non Voting	08/06/2008	F	3,179	D	\$ 40.645	8,802.02	D		
Common Stock - Non Voting	08/06/2008	M	10,000	A	\$ 21.375	18,802.02	D		
Common Stock - Non Voting	08/06/2008	F	7,347	D	\$ 40.645	11,455.02	D		
Common Stock - Non Voting	08/06/2008	M	10,000	A	\$ 17.8438	21,455.02	D		
Common Stock - Non Voting	08/06/2008	F	6,861	D	\$ 40.645	14,594.02	D		
Common Stock - Non Voting	08/06/2008	M	23,500	A	\$ 22.26	38,094.02	D		

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Common  
 Stock - 08/06/2008 F 17,551 D \$ 40.645 20,543.02 D  
 Non  
 Voting

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

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SEC 1474  
 (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	\$ 12.1788	08/06/2008		M	15,496	01/19/2001 01/18/2010	Common Stock - Voting	15,496	
Option - Right to Buy	\$ 17.8438	08/06/2008		M	30,000	01/23/2002 01/22/2011	Common Stock - Voting	30,000	
Option - Right to Buy	\$ 21.375	08/06/2008		M	30,000	01/22/2003 01/21/2012	Common Stock - Voting	30,000	
Option - Right to Buy	\$ 22.26	08/06/2008		M	70,500	01/28/2004 01/27/2013	Common Stock - Voting	70,500	
Option - Right to Buy	\$ 12.7188	08/06/2008		M	5,164	01/19/2001 01/18/2010	Common Stock - Non Voting	5,164	
Option - Right to Buy	\$ 17.8438	08/06/2008		M	10,000	01/23/2002 01/22/2011	Common Stock - Non Voting	10,000	
Option - Right to	\$ 21.375	08/06/2008		M	10,000	01/22/2003 01/21/2012	Common Stock -	10,000	

Buy									Non Voting	
Option - Right to Buy	\$ 22.26	08/06/2008	M	23,500	01/28/2004	01/27/2013			Common Stock - Non Voting	23,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON ALAN D MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X		President & CEO	

## Signatures

Robert W. Skelton,  
Attorney-in-fact

08/08/2008

\_\_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) Option exercised

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