

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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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

(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)
 President - North American

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)		
			Code	V	Amount or Price				
Common Stock - Voting	07/21/2008		J(1)	V	219.043	A	\$ 38.7416	38,792.05	D
Common Stock - Voting	08/13/2008		M		30,000	A	\$ 21.375	68,792.05	D
Common Stock - Voting	08/13/2008		F		20,619.07	D	\$ 41.3882	48,172.98	D
Common Stock - Voting	08/13/2008		S		9,380.93	D	\$	38,792.05	D

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Stock - Voting						41.3882		
Common Stock - Non Voting	07/21/2008		J ⁽¹⁾ V	81.298	A	\$ 38.7416	14,397.708	D
Common Stock - Non Voting	08/13/2008		M	10,000	A	\$ 21.375	24,397.708	D
Common Stock - Non Voting	08/13/2008		F	7,302.96	D	\$ 41.3931	17,094.75	D
Common Stock - Non Voting	08/13/2008		S	2,697.04	D	\$ 41.3931	14,397.708	D

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option - Right to Buy	\$ 21.375	08/13/2008		M	30,000	01/22/2003 01/21/2012	Common Stock - Voting	30,000
Option - Right to Buy	\$ 21.375	08/13/2008		M	10,000	01/22/2003 01/21/2012	Common Stock - Non Voting	10,000

