

MCCORMICK & CO INC  
Form 10-K/A  
May 29, 2007

**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, 2006**

Commission file number **001-14920**

**McCORMICK & COMPANY, INCORPORATED**

**Maryland**  
(State of incorporation)

**52-0408290**  
(IRS Employer Identification No.)

**18 Loveton Circle**  
**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:

<u><b>Title of Each Class</b></u>	<u><b>Name of each exchange on which registered</b></u>
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-know 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

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

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

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, 2006: \$285,001,059

The aggregate market value of the non-voting common equity held by non-affiliates at May 31, 2006: \$4,039,740,055

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

<b>Class</b>	<b>Number of Shares Outstanding</b>	<b>Date</b>
Common Stock	13,359,983	December 29, 2006
Common Stock Non-Voting	116,826,715	December 29, 2006

### DOCUMENTS INCORPORATED BY REFERENCE

<b>Document</b>	<b>Part of 10-K into which incorporated</b>
Annual Report to Stockholders for Fiscal Year Ended November 30, 2006	Part I, Part II
Registrant's Proxy Statement dated February 16, 2007	Part III

**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, 2006, 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, 2006 and 2005, the Zatarain's Partnership L.P. 401(K) Retirement Plan for the years ended December 31, 2006 and 2005, and the Mojave Foods Corporation 401(K) Retirement Plan for the years ended November 30, 2006 and 2005. This amendment does not affect the Company's historical results of operations, financial condition or cash flows for any periods presented.

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**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, 2006**

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

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**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 25, 2007

By:

/s/ Cecile K. Perich  
Cecile K. Perich  
Vice President - Human Relations  
and Plan Administrator

**The McCormick 401(k) Retirement Plan**

**Audited Financial Statements and Supplemental Schedule**

**Years ended November 30, 2006 and 2005 with Report of Independent Registered Public Accounting Firm**

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**The McCormick 401(k) Retirement Plan**  
**Audited Financial Statements and Supplemental Schedule**

**Years ended November 30, 2006 and 2005**

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Report of Independent Registered Public Accounting Firm

Investment Committee  
McCormick & Company, Incorporated

We have audited the accompanying statements of net assets available for benefits of The McCormick 401(k) Retirement Plan as of November 30, 2006 and 2005, and the related statements of changes in net assets available for benefits for the years ended November 30, 2006, 2005 and 2004. 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 audits.

We conducted our audits 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. Our audits 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 statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide 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 at November 30, 2006 and 2005, and the changes in its net assets available for benefits for the years ended November 30, 2006, 2005 and 2004, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of November 30, 2006 is presented for purposes of additional analysis and is not a required part of the 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 audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

May 22, 2007  
Baltimore, Maryland



**The McCormick 401(k) Retirement Plan**

**Statements of Net Assets Available for Benefits**

	November 30 2006	2005
<b>Assets</b>		
Investments:		
Securities at fair value:		
McCormick & Company, Incorporated Common stock fund	\$ 129,624,307	\$ 121,296,236
Unaffiliated issuer Pooled, common and collective funds	28,631,459	28,265,367
Unaffiliated issuer Mutual funds	210,409,027	180,828,165
Participant loans	4,133,409	4,478,320
Total investments	372,798,202	334,868,088
Receivables:		
Employer s contribution	(158 )	
Employees contributions	30,468	
Accrued interest and dividends	72,627	60,819
Due from funds for securities sold, net	21,697	150,228
Total receivables	124,634	211,047
Total assets	372,922,836	335,079,135
<b>Liabilities</b>		
Cash overdrafts		2,341
Net assets available for benefits	\$ 372,922,836	\$ 335,076,794
<i>See accompanying notes.</i>		

## The McCormick 401(k) Retirement Plan

## Statements of Changes in Net Assets Available for Benefits

	Year ended November 30		
	2006	2005	2004
<b>Additions</b>			
Employer contributions:			
Employer match	\$ 5,575,025	\$ 5,639,202	\$ 5,684,049
Employee contributions	13,635,239	14,347,450	13,265,739
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	3,103,304	2,469,721	2,382,701
Mutual funds	2,642,416	2,423,914	1,733,516
Other, net	(73,358)	552,731	490,437
	<b>24,882,626</b>	<b>25,433,018</b>	<b>23,556,442</b>
<b>Deductions</b>			
Participant withdrawals	37,211,669	20,283,914	24,194,944
Participant loan fees	12,804	17,949	15,100
	<b>37,224,473</b>	<b>20,301,863</b>	<b>24,210,044</b>
Net realized gain on investments	21,113,660	7,074,003	5,282,926
Net unrealized appreciation/(depreciation) of investments	29,074,229	(15,556,461)	41,233,692
Net increase/(decrease)	<b>37,846,042</b>	<b>(3,351,303)</b>	<b>45,863,016</b>
Net assets available for benefits at beginning of year	<b>335,076,794</b>	338,428,097	292,565,081
Net assets available for benefits at end of year	<b>\$ 372,922,836</b>	\$ 335,076,794	\$ 338,428,097

*See accompanying notes.*

## The McCormick 401(k) Retirement Plan

### Notes to Financial Statements November 30, 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), 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 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 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.

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.

Participants are permitted to take loans against their contributions to the Plan, 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. 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.

**1. Description of the Plan (continued)**

Upon termination of service, a participant with an account balance greater than \$5,000 may elect to leave their account balance invested in the Plan, elect to rollover their entire balance to an Individual Retirement Account (IRA) or another qualified plan, elect to receive a lump-sum payment equal to their 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 their entire balance to an IRA or another qualified plan or elect to receive a lump-sum payment equal to their 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 Administrator.

The Company intends to continue the Plan indefinitely. 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, or to 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 right.

**2. Significant Accounting Policies**

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

**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 statements of changes in net assets available for benefits as net unrealized appreciation or depreciation 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.

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2. Significant Accounting Policies (continued)

**Valuation of Securities and Income Recognition (continued)**

The McCormick Stock Fund (the Fund) is tracked on a unitized basis. The Fund consists of McCormick 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. At November 30, 2006, 5,024,915 units were outstanding with a value of \$25.80 per unit (4,613,528 units were outstanding with a value of \$26.29 per unit at November 30, 2005). At 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. At November 30, 2005, the Fund held 3,861,109 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$120,543,817 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$752,419.

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.

Administrative services are provided by the Company, which serves as the Plan Sponsor, without cost to the Plan; however, investment advisors fees are paid by the Plan.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual amounts could differ from those estimates.

3. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated February 25, 2004, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by 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 administrator believes the Plan is 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.

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#### 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 2006, 2005 and 2004, the Plan's investments (including investments bought, sold, or held throughout the year) appreciated /(depreciated) in fair value by \$50,187,889, \$(8,482,458) and \$46,516,618, respectively, as follows:

	Net Appreciation (Depreciation) in Fair Value During the Year Ended November 30		
	2006	2005	2004
McCormick & Company, Incorporated Common stock	\$ 25,980,305	\$ (20,732,458 )	\$ 31,507,826
Pooled, common and collective funds	1,250,288	1,094,776	1,012,478
Mutual funds	22,957,296	11,155,224	13,996,314
Total	\$ 50,187,889	\$ (8,482,458 )	\$ 46,516,618

The Plan's dividend income for the years ended November 30, 2006, 2005, and 2004 was \$5,745,720, \$4,893,635 and \$4,116,217, respectively.

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	November 30	
	2006	2005
McCormick & Company, Incorporated common stock fund	\$ 129,624,307	\$ 121,296,236
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund	28,631,459	28,265,367
Mutual funds:		
Vanguard S&P 500 Index Fund	45,688,232	
Merrill Lynch Large Cap Core Fund	40,465,305	787,607
American Funds EuroPacific Growth Fund	24,276,261	18,849,703
Fidelity Magellan Fund		39,593,269
Fidelity Growth & Income Portfolio Fund		38,772,837

**5. Transactions with Parties-in-Interest**

Fees paid during the year for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services. The Plan holds investments in common stock of McCormick & Company, Incorporated, the Plan Sponsor, and in funds managed by affiliates of Wells Fargo, the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo 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 statements of net assets available for benefits.

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[Supplemental Schedule](#)

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

EIN 52-0408290, PN 004

November 30, 2006

Description of Investments	Shares Held	Cost**	Current Value
<b>McCormick &amp; Company, Incorporated</b>			
Common Stock*	3,303,271		\$ 127,902,663
<b>Money Market</b>			
Wells Fargo Short-Term Investment Money Market Fund*	1,721,644		1,721,644
<b>Pooled, Common and Collective Funds</b>			
Wells Fargo Stable Return Fund*	724,712		28,631,459
<b>Mutual Funds</b>			
Vanguard S&P 500 Index Fund	355,661		45,688,232
Merrill Lynch Large Cap Core Fund	2,813,999		40,465,305
American Funds EuroPacific Growth Fund	498,998		24,276,261
Fidelity US Bond Index Fund	1,362,003		14,954,795
Vanguard Windsor II Fund	229,561		14,531,238
UAM ICM Small Company Value	327,568		14,108,337
Vanguard Target Retirement Fund 2025	976,730		12,873,295
Managers Small Cap Fund	579,009		9,194,660
Vanguard Target Retirement Fund 2015	547,452		6,936,221
Harbor Capital Appreciation Fund	159,074		5,311,465
Vanguard Target Retirement Income Fund	453,825		4,914,921
Vanguard Total International Stock	273,942		4,802,208
Vanguard Mid-Cap Index Fund	51,809		4,723,977
Vanguard Target Retirement Fund 2035	270,234		3,769,767
Vanguard Index Tr Small Cap Stock Fund	84,658		2,794,550
Vanguard Target Retirement Fund 2045	73,926		1,063,795
Participant loans (5.25% 9.75% annual int. rates)*			4,133,409
			\$ 372,798,202

\* Indicates parties-in-interest to the Plan.

\*\* Historical cost has been omitted, as all investments are participant directed.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of McCormick & Company, Inc. of our report dated May 22, 2007, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan for the year ended November 30, 2006, our report dated May 22, 2007, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan for the year ended November 30, 2006, and our report dated May 22, 2007, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan for the year ended December 31, 2006, all included in this Form 10-K/A of McCormick & Company, Inc.

Form	Registration Number	Date Filed
S-8	333-142020	04/11/2007
S-8 POS	333-123808	04/04/2005
S-8	333-104084	03/23/2005
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-104084	03/28/2003
S-8	333-57590	03/26/2001
S-3/A	333-46490	01/23/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	33-23727	03/21/1997
S-3	33-66614	07/27/1993
S-3	33-40920	05/29/1991
S-8	33-33724	03/02/1990
S-3	33-32712	12/21/1989
S-3	33-24660	03/16/1989
S-8	33-24658	09/15/1988
S-3	33-24659	09/15/1988

May 29, 2007  
Baltimore, Maryland

**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
  - v) Statements of Net Assets Available For Benefits
  - vi) Statements of Changes in Net Assets Available For Benefits
  - vii) 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 ZATARAIN S PARTNERSHIP L.P. 401(K) RETIREMENT PLAN

DATE: May 25, 2007

By: /s/ Regina Templet  
Regina Templet  
Director of Finance Zatarain s Brands  
and Plan Administrator

**The Zatarain's Partnership, L.P. 401(k) Savings Plan**

**Audited Financial Statements and Supplemental Schedule**

**Years ended December 31, 2006 and 2005 with Report of Independent Registered Public Accounting Firm**

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**The Zatarain s Partnership, L.P. 401(k) Savings Plan  
Audited Financial Statements and Supplemental Schedule**

**Years ended December 31, 2006 and 2005**

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**Report of Independent Registered Public Accounting Firm**

Investment Committee  
McCormick & Company, Incorporated (on behalf of  
The Zatarain's Partnership, L.P. 401(k) Savings Plan)

We have audited the accompanying statements of net assets available for benefits of The Zatarain's Partnership, L.P. 401(k) Savings Plan as of December 31, 2006 and 2005, and the related statements of changes in net assets available for benefits for the years then ended. 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 audits.

We conducted our audits 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. Our audits 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 statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide 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 at December 31, 2006 and 2005, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2006 is presented for purposes of additional analysis, and is not a required part of the 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 audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

May 22, 2007  
Baltimore, Maryland

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**The Zatarain's Partnership, L.P. 401(k) Savings Plan****Statements of Net Assets Available for Benefits**

	December 31 2006	2005
<b>Assets</b>		
Investments:		
Securities at fair value:		
McCormick & Company, Incorporated Common stock fund	\$ 34,476	\$ 24,762
Unaffiliated issuer Pooled, common and collective fund	558,683	890,408
Unaffiliated issuer Mutual funds	6,252,660	5,268,227
Participant loans	78,470	87,728
Total investments	6,924,289	6,271,125
Receivables:		
Employer's contribution	315,912	346,672
Employees' contributions	20,217	28,227
Accrued interest and dividends	410	411
Total receivables	336,539	375,310
Total assets	7,260,828	6,646,435
<b>Liabilities</b>		
Due to funds for securities purchased		7,414
Net assets available for benefits	\$ 7,260,828	\$ 6,639,021
<i>See accompanying notes.</i>		

**The Zatarain s Partnership, L.P. 401(k) Savings Plan****Statements of Changes in Net Assets Available for Benefits**

	Year ended December 31	
	2006	2005
<b>Additions</b>		
Employer contributions:		
Employer contributions	\$ 391,674	\$ 432,317
Employee contributions	346,092	405,569
Earnings from investments:		
Dividends:		
McCormick & Company, Incorporated	753	765
Mutual funds	54,713	47,538
Other, net	6,249	26,093
	<b>799,481</b>	<b>912,282</b>
<b>Deductions</b>		
Participant withdrawals	843,116	778,114
Participant loan fees	350	16,663
	<b>843,466</b>	<b>794,777</b>
Net realized gain on investments	279,220	349,248
Net unrealized appreciation of investments	386,572	213,611
Net increase	<b>621,807</b>	<b>680,364</b>
Net assets available for benefits at beginning of year	<b>6,639,021</b>	5,958,657
Net assets available for benefits at end of year	<b>\$ 7,260,828</b>	\$ 6,639,021

*See accompanying notes.*



**The Zatarain's Partnership, L.P. 401(k) Savings Plan**

**Notes to Financial Statements  
December 31, 2006**

**1. Description of the Plan**

The Zatarain's Partnership, L.P. 401(k) Savings Plan (the Plan) is a defined contribution plan sponsored by Zatarain's Partnership, L.P. (the Company), which incorporates a 401(k) savings and investment option. The Plan has been in existence since 1990. The investment option in common stock of McCormick & Company, Incorporated was added April 1, 2004. The Company is wholly owned by McCormick & Company, Incorporated. The Plan covers all full-time employees of Zatarain's Partnership, L.P. who have completed one year of service.

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

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 100% of their earnings, subject to certain limitations. The Company provides a matching contribution of 35% of an employee's contribution on the first 6% of the employee's eligible compensation. The Company may also contribute annually 3% of an employee's eligible compensation as a profit-sharing contribution. An employee is required to have at least one year of service to be eligible for matching or profit-sharing contributions. During 2006 and 2005, the Company made profit-sharing contributions of \$311,000 and \$340,000, respectively.

Participants are immediately vested in their contributions, the profit-sharing contribution and all earnings on their vested balances. The Company's matching contributions vest as follows: after 2 years of service 20%; after 3 years of service 40%; after 4 years of service 60%; after 5 years of service 100%.

Participant's contributions are invested in the Plan's investment funds as directed by the participant. At each plan year end, the employer profit-sharing contribution was unallocated. Forfeitures of Company contributions are used to offset future Company contributions. Forfeitures during the years ended December 31, 2006 and 2005 were \$4,165 and \$5,916, respectively.

Participants are permitted to take loans against their contributions to the Plan, subject to a \$1,000 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 Plan Sponsor (the Company) determines the interest rate for loans based on current market rates.

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**1. Description of the Plan (continued)**

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

Upon termination of service, a participant with an account balance greater than \$1,000 may elect to rollover the balance to an Individual Retirement Account or another qualified plan or elect to receive a lump-sum payment equal to their account balance. Balances less than \$1,000 will automatically be paid directly to the participant.

The Company intends to continue the Plan indefinitely. 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, or to 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 right.

**2. Significant Accounting Policies**

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

**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 investments held by the fund. Mutual funds are valued at the 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 statements of changes in net asset available for benefits as net unrealized appreciation or depreciation 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.

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2. Significant Accounting Policies (continued)

**Valuation of Securities and Income Recognition (continued)**

The McCormick Stock Fund (the Fund) became an investment option for participants in 2004. The Fund is tracked on a unitized basis. The Fund consists of McCormick 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. At December 31, 2006, 4,278 units were outstanding with a value of approximately \$8.06 per unit (2,472 units were outstanding with a value of approximately \$10.02 per unit at December 31, 2005). At December 31, 2006, the Fund held 804 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$31,002 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$3,474. At December 31, 2005, the Fund held 745 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$23,035 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$1,727.

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.

Administrative services are provided by the Company which serves as the Plan Sponsor, and McCormick & Company, Incorporated without cost to the Plan; however, investment advisors' fees are paid by the Plan.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual amounts could differ from those estimates.

3. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated January 20, 2006, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to

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**3. Income Tax Status (continued)**

maintain its qualification. The plan administrator believes the Plan is 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 2006 and 2005, the Plan's investments (including investments bought, sold, or held throughout the year) appreciated in fair value by \$665,792 and \$562,859 as follows:

	<b>Net Appreciation (Depreciation) in Fair Value During the Year Ended December 31</b>	
	<b>2006</b>	<b>2005</b>
McCormick & Company, Incorporated Common Stock	\$ 5,726	\$ (7,514 )
Pooled, common and collective funds	33,855	34,559
Mutual funds	626,211	535,814
Total	\$ 665,792	\$ 562,859

The Plan's dividend income for the years ended December 31, 2006 and 2005 was \$55,466 and \$48,303, respectively.

The fair value of individual investments that represent 5% or more of the Plan's net assets are available for benefits as follows:

	<b>December 31 2006</b>	<b>2005</b>
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund	\$ 558,683	\$ 890,408
Mutual funds:		
American Funds EuroPacific Growth Fund	1,667,799	1,248,923
Harbor Capital Appreciation Fund	1,555,972	1,538,248
Vanguard Target Retirement 2025 #304	1,231,624	31,765
Vanguard Institutional Index Fund	750,519	670,304
Wells Fargo Growth Balanced Fund		1,012,384

5. Transactions with Parties-in-Interest

Fees paid during the year for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services. The Plan holds investments in common stock of McCormick & Company, Incorporated, the Parent of the Plan Sponsor, and in funds managed by affiliates of Wells Fargo, the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo 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 statements of net assets available for benefits.**

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[Supplemental Schedule](#)

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**The Zatarain s Partnership, L.P. 401(k) Savings Plan****Schedule H, Line 4i Schedule of Assets (Held at End of Year)**

EIN 52-0408290, PN 004

December 31, 2006

Description of Investments	Shares Held	Cost**	Current Value
<b>McCormick &amp; Company, Incorporated</b>			
Common stock*	804		\$ 31,002
<b>Money Market Fund</b>			
Wells Fargo Short-Term Investment Money Market Fund*	3,474		3,474
<b>Pooled, Common and Collective Funds</b>			
Wells Fargo Stable Return Fund*	14,086		558,683
<b>Mutual Funds</b>			
American Funds EuroPacific Growth Fund	35,820		1,667,799
Harbor Capital Appreciation Fund	46,656		1,555,972
Vanguard Target Retirement 2025 #304	94,450		1,231,624
Vanguard Institutional Index Fund	5,791		750,519
Vanguard Windsor II Fund	5,737		353,921
Vanguard Target Retirement 2015	16,082		200,387
ICM Small Company Portfolio Fund	4,763		177,982
Managers Small-Cap Fund	4,522		71,499
Fidelity U.S. Bond Index	6,078		66,003
Vanguard Target Retirement 2035 #305	4,194		58,171
Vanguard Index Tr Small Cap Stock Fund	1,455		47,500
Vanguard Mid Cap Index Fund	415		37,197
Merrill Lynch Large Cap Core Fund	1,157		16,505
Vanguard Total International Stock	838		14,801
Vanguard Target retirement 2045 #306	121		1,736
Vanguard Target Retirement Fund #308	98		1,044
Participant loans (5.00% 9.25% annual interest rates)*			78,470
			\$ 6,924,289

\* Indicates parties-in-interest to the Plan.

\*\* Historical cost has been omitted, as all investments are participant directed.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of McCormick & Company, Inc. of our report dated May 22, 2007, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan for the year ended November 30, 2006, our report dated May 22, 2007, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan for the year ended November 30, 2006, and our report dated May 22, 2007, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan for the year ended December 31, 2006, all included in this Form 10-K/A of McCormick & Company, Inc.

<b>Form</b>	<b>Registration Number</b>	<b>Date Filed</b>
S-8	333-142020	04/11/2007
S-8 POS	333-123808	04/04/2005
S-8	333-104084	03/23/2005
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-104084	03/28/2003
S-8	333-57590	03/26/2001
S-3/A	333-46490	01/23/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	33-23727	03/21/1997
S-3	33-66614	07/27/1993
S-3	33-40920	05/29/1991
S-8	33-33724	03/02/1990
S-3	33-32712	12/21/1989
S-3	33-24660	03/16/1989
S-8	33-24658	09/15/1988
S-3	33-24659	09/15/1988

May 29, 2007  
Baltimore, Maryland

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**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
  - viii) Statements of Net Assets Available For Benefits
  - ix) Statements of Changes in Net Assets Available For Benefits
  - x) 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 MOJAVE FOODS CORPORATION 401(K) RETIREMENT PLAN

DATE: May 25, 2007

By: /s/ Craig Berger  
Craig Berger  
Director of Finance Mojave Foods Corporation  
and Plan Administrator

**The Mojave Foods Corporation 401(k) Retirement Plan**

**Audited Financial Statements and Supplemental Schedule**

**Years ended November 30, 2006 and 2005 with Report of Independent Registered Public Accounting Firm**

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**The Mojave Foods Corporation 401(k) Retirement Plan  
Audited Financial Statements and Supplemental Schedule**

**Years ended November 30, 2006 and 2005**

**Contents**

<u>Report of Independent Registered Public Accounting Firm</u>	1
<u>Audited Financial Statements</u>	
<u>Statements of Net Assets Available for Benefits</u>	2
<u>Statements of Changes in Net Assets Available for Benefits</u>	3
<u>Notes to Financial Statements</u>	4
<u>Supplemental Schedule</u>	
<u>Schedule H, Line 4i Schedule of Assets (Held at End of Year)</u>	9

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**Report of Independent Registered Public Accounting Firm**

Investment Committee  
McCormick & Company, Incorporated (on behalf of  
The Mojave Foods Corporation 401(k) Retirement Plan)

We have audited the accompanying statements of net assets available for benefits of The Mojave Foods Corporation 401(k) Retirement Plan as of November 30, 2006 and 2005, and the related statements of changes in net assets available for benefits for the years then ended. 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 audits.

We conducted our audits 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. Our audits 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 statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide 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 at November 30, 2006 and 2005, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of November 30, 2006 is presented for purposes of additional analysis, and is not a required part of the 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 audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

May 22, 2007  
Baltimore, Maryland

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**The Mojave Foods Corporation 401(k) Retirement Plan****Statements of Net Assets Available for Benefits**

	November 30	
	2006	2005
<b>Assets</b>		
Investments:		
Securities at fair value:		
McCormick & Company, Incorporated Common stock fund	\$ 33,214	\$ 17,299
Unaffiliated issuer Pooled, common and collective funds	59,573	35,826
Unaffiliated issuer Mutual funds	392,802	235,509
Participant loans	6,529	2,213
Total investments	492,118	290,847
Receivables:		
Employer s contribution	37,162	25,442
Employees contributions		2,166
Accrued interest and dividends	224	120
Total receivables	37,386	27,728
Total assets	529,504	318,575
<b>Liabilities</b>		
Due to funds for securities purchased		1,977
Net assets available for benefits	\$ 529,504	\$ 316,598
<i>See accompanying notes.</i>		

**The Mojave Foods Corporation 401(k) Retirement Plan****Statements of Changes in Net Assets Available for Benefits**

	Year ended November 30	
	2006	2005
<b>Additions</b>		
Contributions:		
Employer contributions	\$ 37,162	\$ 25,442
Employee contributions	149,927	141,101
Earnings from investments:		
Dividends:		
McCormick & Company, Incorporated	566	266
Mutual funds	4,691	2,125
Other, net	2,156	567
	<b>194,502</b>	<b>169,501</b>
<b>Deductions</b>		
Participant withdrawals	22,761	7,618
Participant loan fees	300	150
	<b>23,061</b>	<b>7,768</b>
Net realized gain on investments	10,450	3,686
Net unrealized appreciation of investments	31,015	6,416
Net increase	<b>212,906</b>	<b>171,835</b>
Net assets available for benefits at beginning of year	<b>316,598</b>	144,763
Net assets available for benefits at end of year	<b>\$ 529,504</b>	\$ 316,598

*See accompanying notes.*

**The Mojave Foods Corporation 401(k) Retirement Plan**

**Notes to Financial Statements  
November 30, 2006**

**1. Description of the Plan**

The Mojave Foods Corporation 401(k) Retirement Plan (the Plan) is a defined contribution plan sponsored by Mojave Foods Corporation (the Company), which incorporates a 401(k) savings and investment option. The Company is a wholly owned subsidiary of McCormick & Company, Incorporated. The Plan covers substantially all full-time employees of Mojave Foods Corporation who have completed six months of service. Employees classified as leased employees of the Company are not eligible for participation.

The Plan began April 1, 2004. The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, vesting provisions, and investment alternatives is contained in the Plan Document.

Participating employees contribute to the Plan through payroll deductions in amounts ranging from 1% to 60% of their earnings, subject to certain limitations. The Plan allows but does not require the Company to make matching contributions or other contributions at its discretion. Only participants employed by the Company on the last day of a plan year are eligible to receive any Company contributions made for such plan year. During the period December 1, 2005 through November 30, 2006, the Company made a discretionary matching contribution of 25% of eligible employee pretax contributions. During the period December 1, 2004 through November 30, 2005, the Company made a discretionary matching contribution of 20% of eligible employee pretax contributions. Participants are immediately vested in their contributions, in earnings on their contributions, in matching Company contributions, and in earnings on vested Company contributions.

Participant contributions are invested in the Plan's investment funds as directed by the participant.

Participants are permitted to take loans against their contributions to the Plan, 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 Plan Sponsor (the Company) determines the interest rate for loans based on current market rates. Loan repayments, including interest, are made by participants through payroll deductions over loan terms of up to five years. Longer terms are available for loans taken to purchase, construct or substantially rehabilitate a primary home for the participant or the participant's immediate family.

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**1. Description of the Plan (continued)**

Upon termination of service, a participant with an account balance greater than \$1,000 may elect to rollover the balance to an Individual Retirement Account or another qualified plan or elect to receive a lump-sum payment equal to their account balance. Balances less than \$1,000 will automatically be paid directly to the participant.

The Company intends to continue the Plan indefinitely. 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, or to 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 right.

**2. Significant Accounting Policies**

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

**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 investments held by the fund. Mutual funds are valued at the 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 statements of changes in net asset available for benefits as net unrealized appreciation or depreciation 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 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



2. Significant Accounting Policies (continued)

**Valuation of Securities and Income Recognition (continued)**

McCormick common stock and the cash investments held by the Fund. At November 30, 2006, 4,056 units were outstanding with a value of approximately \$8.19 per unit (2,068 units were outstanding with a value of \$8.37 per unit at November 30, 2005). At November 30, 2006, the Fund held 773 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$29,931 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$3,283. At November 30, 2005, the Fund held 504 shares of McCormick & Company, Incorporated common stock with an aggregate value of \$15,735 and a balance in the Wells Fargo Short-Term Investment Money Market Fund of \$1,564.

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.

Administrative services are provided by the Company which serves as the Plan Sponsor, and McCormick & Company, Incorporated, without cost to the Plan; however, investment advisors' fees are paid by the Plan.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual amounts could differ from those estimates.

3. Income Tax Status

The underlying non-standardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated August 30, 2001 stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code, and therefore, the related trust is tax-exempt. In accordance with Revenue Procedure 2006-6 and Announcement 2001-77, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore, believes that the Plan is qualified and the related trust is tax-exempt.

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#### 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 2006 and 2005, the Plan's investments (including investments bought, sold, or held throughout the year) appreciated in fair value by \$41,465 and \$10,102, respectively, as follows:

	<b>Net Appreciation (Depreciation) in Fair Value During the Year Ended November 30</b>	
	<b>2006</b>	<b>2005</b>
McCormick & Company, Incorporated Common stock	\$ 5,078	\$ (2,080 )
Pooled, common and collective funds	<b>2,100</b>	1,003
Mutual funds	<b>34,287</b>	11,179
Total	<b>\$ 41,465</b>	\$ 10,102

The Plan's dividend income for the years ended November 30, 2006 and 2005 was \$5,257 and \$2,391, respectively.

The fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	<b>November 30</b>	
	<b>2006</b>	<b>2005</b>
McCormick & Company, Incorporated Common stock fund	\$ 33,214	\$ 17,299
Pooled, common and collective funds:		
Wells Fargo Stable Return Fund	<b>59,573</b>	35,826
Mutual funds:		
Vanguard S&P 500 Index Fund	<b>113,503</b>	42,064
Fidelity US Bond Index Fund	<b>55,248</b>	33,295
ICM Small Company Portfolio Fund	<b>53,281</b>	36,629
Vanguard Windsor II Fund Inc.	<b>34,867</b>	21,431
Vanguard Target Retirement 2035 #305	<b>34,436</b>	
Fidelity Growth & Income Portfolio Fund		23,792
Wells Fargo Strategic Growth Allocation Fund		23,438

**5. Transactions with Parties-in-Interest**

Fees paid during the period for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services. The Plan holds investments in common stock of McCormick & Company, Incorporated, the Parent of the Plan Sponsor, and in funds managed by affiliates of Wells Fargo, the custodial trustee of the Plan. Dividends on McCormick & Company, Incorporated common stock and income on investments in Wells Fargo 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 statements of net assets available for benefits.

[Supplemental Schedule](#)

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**The Mojave Foods Corporation 401(k) Retirement Plan****Schedule H, Line 4i Schedule of Assets (Held at End of Year)**

EIN 52-0408290, PN 004

November 30, 2006

Description of Investments	Shares Held	Cost**	Current Value
<b>McCormick &amp; Company, Incorporated</b>			
Common stock*	773		\$ 29,931
<b>Money Market Fund</b>			
Wells Fargo Short-Term Investment Money Market Fund*	3,283		3,283
<b>Pooled, Common and Collective Funds</b>			
Wells Fargo Stable Return Fund*	1,508		59,573
<b>Mutual Funds</b>			
Vanguard S&P 500 Index Fund	884		113,503
ICM Small Company Portfolio Fund	1,237		53,281
Fidelity US Bond Index Fund	5,032		55,248
Vanguard Target Retirement 2035 #305	2,468		34,436
Vanguard Target Retirement Fund #308	1,837		19,890
Vanguard Windsor II Fund Inc.	551		34,867
Blackrock Large Cap Core Fund Class 1	1,224		17,603
Vanguard Target Retirement 2015 #303	1,150		14,576
American Funds EuroPacific Growth Fund	387		18,831
Harbor Capital Appreciation Fund	422		14,090
Vanguard Target Retirement 2025 #304	1,068		14,078
Vanguard Total International Stock Index	106		1,854
Vanguard Small Cap Index Fund #548	7		240
Managers Small Cap fund #416	4		64
Vanguard Mid Cap Index Fund	3		241
Participant loans (7.25% 9.25% annual interest rates)*			6,529
			\$ 492,118

\* Indicates parties-in-interest to the Plan.

\*\* Historical cost has been omitted, as all investments are participant directed.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of McCormick & Company, Inc. of our report dated May 22, 2007, with respect to the financial statements and supplemental schedule of the McCormick 401(k) Retirement Plan for the year ended November 30, 2006, our report dated May 22, 2007, with respect to the financial statements and supplemental schedule of the Mojave Foods Corporation 401(k) Retirement Plan for the year ended November 30, 2006, and our report dated May 22, 2007, with respect to the financial statements and supplemental schedule of the Zatarain's Partnership, L.P. 401(k) Savings Plan for the year ended December 31, 2006, all included in this Form 10-K/A of McCormick & Company, Inc.

<b>Form</b>	<b>Registration Number</b>	<b>Date Filed</b>
S-8	333-142020	04/11/2007
S-8 POS	333-123808	04/04/2005
S-8	333-104084	03/23/2005
S-3	333-122366	01/28/2005
S-8	333-114094	03/31/2004
S-8	333-104084	03/28/2003
S-8	333-57590	03/26/2001
S-3/A	333-46490	01/23/2001
S-8	333-93231	12/21/1999
S-8	333-74963	03/24/1999
S-3	333-47611	03/09/1998
S-8	33-23727	03/21/1997
S-3	33-66614	07/27/1993
S-3	33-40920	05/29/1991
S-8	33-33724	03/02/1990
S-3	33-32712	12/21/1989
S-3	33-24660	03/16/1989
S-8	33-24658	09/15/1988
S-3	33-24659	09/15/1988

May 29, 2007  
Baltimore, Maryland