

MCCORMICK & CO INC

Form 4

October 04, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CONTINO FRANCIS A

(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)

10/02/2006

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)

Executive Vice President -

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)
Common Stock - Voting	10/02/2006		M	37,919 A	\$ 12.719	50,744	D
Common Stock - Voting	10/02/2006		F	21,649 D	\$ 37.605	29,095	D
Common Stock - Voting	10/02/2006		M	26,581 A	\$ 12.719	55,676	D
Common Stock - Voting	10/02/2006		F	16,736 D	\$	38,940	D

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Stock - Voting						37.605		
Common Stock - Voting	10/02/2006	S	12,115	D	\$ 37.745	26,825	D	
Common Stock - Voting	10/03/2006	G V	14,000	D	<u>11</u>	12,825	D	
Common Stock - Voting						41,137	I	Trust
Common Stock - Voting						24,334.343	I	Profit Sharing Plan
Common Stock - Non Voting						761.92	D	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option - Right to Buy	\$ 12.719	10/02/2006		M	37,919	<u>(2)</u> 01/18/2010	Common Stock - Voting	37,919
Option - Right To Buy	\$ 12.719	10/02/2006		M	26,581	<u>(2)</u> 01/18/2010	Common Stock - Voting	26,581

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONTINO FRANCIS A MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X		Executive Vice President -	

Signatures

Sonia Cudd,
Attorney-in-Fact

10/04/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares being gifted; no purchase price required

(2) The option vested in four equal installments on 01/19/2001, 01/19/2002, 01/19/2003 and 01/19/2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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