

WEATHERHOLTZ KAREN D

Form 4

October 10, 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 *
WEATHERHOLTZ KAREN 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)

10/05/2006

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)

Senior 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock - Voting	10/05/2006		M		18,000	A	\$ 14.532	42,753	D	
Common Stock - Voting	10/05/2006		F		10,712	D	\$ 37.62	32,041	D	
Common Stock - Voting	10/05/2006		S		7,288	D	\$ 37.66	24,753	D	
Common								19,708.244	I	Profit

Stock - Voting								Sharing Plan
Common Stock - Non Voting	10/05/2006	M	6,000	A	\$ 14.531	6,000.865	D	
Common Stock - Non Voting	10/05/2006	F	3,769	D	\$ 37.62	2,231.865	D	
Common Stock - Non Voting	10/05/2006	S	2,231	D	\$ 37.66	0.865	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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option - Right to Buy	\$ 14.531	10/05/2006		M	18,000	<u>(1)</u>	03/16/2009	Common Stock - Voting	18,000
Option - Right to Buy	\$ 14.531	10/05/2006		M	6,000	<u>(1)</u>	03/16/2009	Common Stock - Non Voting	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEATHERHOLTZ KAREN D
MCCORMICK & COMPANY, INCORPORATED
18 LOVETON CIRCLE
SPARKS, MD 21152

X

Senior Vice President -

Signatures

Sonia G. Cudd,
Attorney-in-fact

10/09/2006

__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) The option vested in four equal installmesnt on 3/17/2000, 3/17/2001, 3/17/2002 and 3/17/2003.

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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