MCCORMICK & CO INC

Form 4 April 04, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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

may continue. See Instruction

1(b).

(Last)

CIRCLE

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BRADY JAMES T**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

MCCORMICK & CO INC [MKC]

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable) X_ Director 10% Owner

Other (specify

Indirect

Beneficial

Ownership

(Instr. 4)

MCCORMICK & COMPANY,

(Zip)

INCORPORATED, 18 LOVETON

4. If Amendment, Date Original

Filed(Month/Day/Year)

04/02/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SPARKS, MD 21152

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Officer (give title

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common

Stock -7,621.13 D

Voting

Common

Stock - Non 5,427.99 D

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)

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number.

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. Transactio Code (Instr. 8)	5. Number on f 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Option - Right to Buy	\$ 37.59	04/02/2008		A	3,750	03/15/2009	03/14/2018	Common Stock - Voting	3,7
Option - Right to Buy	\$ 37.59	04/02/2008		A	1,250	03/15/2009	03/14/2018	Common Stock - Non Voting	1,2
Restricted Stock Units	<u>(1)</u>	04/02/2008		A	1,500	03/15/2009(2)	03/15/2009(2)	Common Stock - Voting	1,5
Restricted Stock Units	(1)	04/02/2008		A	500	03/15/2009(2)	03/15/2009(2)	Common Stock - Non Voting	50

Reporting Owners

Reporting Owner Name / Address	Relationships				
coposing of the randor random	Director	10% Owner	Officer	Other	
BRADY JAMES T MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X				
0 ' '					

Signatures

W. Geoffrey Carpenter, Attorney-in-fact 04/02/2008

**Signature of Reporting Person Date

Reporting Owners 2

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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) Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- (2) Vested restricted stock units convert and settle in an equal number of shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.