

MCCORMICK & CO INC
 Form 4
 August 08, 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 *
WILSON ALAN 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)
08/06/2008

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 & CEO

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 Price (D)		
Common Stock - Voting	08/06/2008		M		15,496 A \$ 12.1788	46,339.14	D
Common Stock - Voting	08/06/2008		F		9,537 D \$ 40.645	36,802.14	D
Common Stock - Voting	08/06/2008		M		30,000 A \$ 21.375	66,802.14	D
Common Stock - Voting	08/06/2008		F		22,040 D \$ 40.645	44,762.14	D

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Stock - Voting									
Common Stock - Voting	08/06/2008	M	30,000	A	\$ 17.8438	74,762.14	D		
Common Stock - Voting	08/06/2008	F	20,581	D	\$ 40.645	54,181.14	D		
Common Stock - Voting	08/06/2008	M	70,500	A	\$ 22.26	124,681.14	D		
Common Stock - Voting	08/06/2008	F	52,652	D	\$ 40.645	72,029.14	D		
Common Stock - Voting						910.34	I		Deferred Compensation Plan
Common Stock - Non Voting	08/06/2008	M	5,164	A	\$ 12.7188	11,981.02	D		
Common Stock - Non Voting	08/06/2008	F	3,179	D	\$ 40.645	8,802.02	D		
Common Stock - Non Voting	08/06/2008	M	10,000	A	\$ 21.375	18,802.02	D		
Common Stock - Non Voting	08/06/2008	F	7,347	D	\$ 40.645	11,455.02	D		
Common Stock - Non Voting	08/06/2008	M	10,000	A	\$ 17.8438	21,455.02	D		
Common Stock - Non Voting	08/06/2008	F	6,861	D	\$ 40.645	14,594.02	D		
Common Stock - Non Voting	08/06/2008	M	23,500	A	\$ 22.26	38,094.02	D		

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Common
 Stock - 08/06/2008 F 17,551 D \$ 40.645 20,543.02 D
 Non
 Voting

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option - Right to Buy	\$ 12.1788	08/06/2008		M	15,496	01/19/2001 01/18/2010	Common Stock - Voting 15,496
Option - Right to Buy	\$ 17.8438	08/06/2008		M	30,000	01/23/2002 01/22/2011	Common Stock - Voting 30,000
Option - Right to Buy	\$ 21.375	08/06/2008		M	30,000	01/22/2003 01/21/2012	Common Stock - Voting 30,000
Option - Right to Buy	\$ 22.26	08/06/2008		M	70,500	01/28/2004 01/27/2013	Common Stock - Voting 70,500
Option - Right to Buy	\$ 12.7188	08/06/2008		M	5,164	01/19/2001 01/18/2010	Common Stock - Non Voting 5,164
Option - Right to Buy	\$ 17.8438	08/06/2008		M	10,000	01/23/2002 01/22/2011	Common Stock - Non Voting 10,000
Option - Right to	\$ 21.375	08/06/2008		M	10,000	01/22/2003 01/21/2012	Common Stock - 10,000

Buy								Non Voting	
Option - Right to Buy	\$ 22.26	08/06/2008	M	23,500	01/28/2004	01/27/2013		Common Stock - Non Voting	23,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON ALAN D MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X		President & CEO	

Signatures

Robert W. Skelton,
Attorney-in-fact

08/08/2008

__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) Option exercised

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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