MCCORMICK & CO INC

Form 4

August 14, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

burden hours per

Estimated average response... 0.5

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

Common

08/12/2008

Stock -

Voting

Stock -

Voting

Common 08/12/2008

Common

(Print or Type	e Responses)											
1. Name and LAWLES	S	2. Issuer Name and Ticker or Trading Symbol MCCORMICK & CO INC [MKC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle) 3	3. Date of Earliest Transaction					(Check an approach)				
MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON CIRCLE			(Month/Day/Year) 07/21/2008						X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
SPARKS,		Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I	- Non	ı-D	erivative	Secu	rities Acqu	uired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Datany (Month/Day/Y	Coc Year) (Ins	Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				(D)	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	07/21/2008		J <u>(1</u>	<u>)</u> V	1	29.89	A	\$ 38.73	129.89	I	Deferred Compensation Plan	

F

S

45

77,533 D

D

\$

\$ 41.66 0 (2)

17,621.31

311,279.82 D

Deferred

Plan

Plan

401(k) Retirement

Compensation

Ι

Edgar Filing: MCCORMICK & CO INC - Form 4

41.495 (2) Stock -

Voting

Common

25,844 D \$ 48,878.88 Stock -08/12/2008 S Non

Voting

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber Expiration Date		ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
ĺ					Securities	S		(Instr. 3 and 4)		Own
	Security				Acquired					Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					· ·
					4, and 5)					
								Amount		
						Date	Expiration	or		

Title Number Exercisable Date of Code V (A) (D) Shares

Reporting Owners

Relationships **Reporting Owner Name / Address**

Director 10% Owner Officer Other

LAWLESS ROBERT J MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152

X

Signatures

Robert W. Skelton, 08/14/2008 Attorney-in-Fact

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: MCCORMICK & CO INC - Form 4

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 acquired pursuant to the McCormick Dividend Reinvestment in the McCormick Deferred Compensation Plan.
- Share balance includes 83 shares previously held indirectly in the McCormick Deferred Compensation Plan for the reporting person. Such shares were distributed to reporting person on August 12, 2008 and therfore are deemed directly owned.

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.