

MCCORMICK & CO INC
 Form 4
 February 19, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SKELTON ROBERT W

 (Last) (First) (Middle)
MCCORMICK & COMPANY,
INCORPORATED, 18 LOVETON
CIRCLE

2. Issuer Name and Ticker or Trading Symbol
MCCORMICK & CO INC [MKC]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

MCCORMICK & COMPANY,
INCORPORATED, 18 LOVETON
CIRCLE

 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
01/18/2008

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
Senior VP, General Counsel

SPARKS, MD 21152

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock - Voting	01/18/2008		J(1)	V 436,967 A \$ 35.91	71,758.38	D	
Common Stock - Voting	02/14/2008		M	23,700 A \$ 16.625	95,458.38	D	
Common Stock - Voting	02/14/2008		F	15,456 D \$ 35.175	80,002.38	D	
Common					12,158.628	I	401(k)

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Stock - Voting									Retirement Plan
Common Stock - Non Voting	01/18/2008	J ⁽¹⁾	V	304,773	A	\$ 35.91	50,049.49	D	
Common Stock - Non Voting	02/14/2008	M		7,900	A	\$ 16.625	57,949.49	D	
Common Stock - Non Voting	02/14/2008	F		5,152	D	\$ 35.175	52,797.49	D	

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option - Right to Buy	\$ 16.625	02/14/2008		M	23,700	03/18/1999	03/17/2008	Common Stock - Voting	23,700
Option - Right to Buy	\$ 16.625	02/14/2008		M	7,900	03/18/1999	03/17/2008	Common Stock - Non Voting	7,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SKELTON ROBERT W
MCCORMICK & COMPANY, INCORPORATED
18 LOVETON CIRCLE
SPARKS, MD 21152

Senior VP, General Counsel

Signatures

W. Geoffrey Carpenter,
Attorney-in-fact

02/19/2008

__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) Shares acquired pursuant to the McCormick Dividend Reinvestment Plan.
 - (2) 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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