

MCCORMICK & CO INC
 Form 4
 April 04, 2007

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 *
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)
04/02/2007

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock - Voting	04/02/2007		M		1,023	A	\$ 32.83	26,450	D	
Common Stock - Voting	04/02/2007		F		349	D	\$ 38.39	26,101	D	
Common Stock - Voting	04/02/2007		M		1,754	A	\$ 38.28	27,855	D	
Common Stock - Voting	04/02/2007		F		597	D	\$	27,258	D	

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Stock - Voting						38.39		
Common Stock - Voting						20,418.174	I	401(k) Retirement Plan
Common Stock - Non Voting	04/02/2007		M	341	A	\$ 32.83	565.865	D
Common Stock - Non Voting	04/02/2007		F	117	D	\$ 38.39	448.865	D
Common Stock - Non Voting	04/02/2007		M	584	A	\$ 38.28	1,032.865	D
Common Stock - Non Voting	04/02/2007		F	199	D	\$ 38.39	833.865	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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 32.83	04/02/2007		M	1,023	(1)	(1)	Common Stock - Voting	1,023
Restricted Stock Units	\$ 38.28	04/02/2007		M	1,754	(1)	(1)	Common Stock - Voting	1,754

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Stock Units								Stock - Voting	
Restricted Stock Units	\$ 32.83	04/02/2007	M	341	<u>(1)</u>	<u>(1)</u>		Common Stock - Non Voting	341
Restricted Stock Units	\$ 38.28	04/02/2007	M	584	<u>(1)</u>	<u>(1)</u>		Common Stock - Non Voting	584
Option - Right to Buy	\$ 12.72				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	18,750
Option - Right to Buy	\$ 17.84				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	31,500
Option - Right to Buy	\$ 21.38				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	31,500
Common Stock - Voting	\$ 22.26				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	31,500
Option - Right to Buy	\$ 30.6				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	27,900
Option - Right to Buy	\$ 38.35				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	17,550
Option - Right to Buy	\$ 32.83				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	9,225
Option - Right to Buy	\$ 38.28				<u>(3)</u>	<u>(3)</u>		Common Stock - Voting	7,950
Option - Right to Buy	\$ 12.72				<u>(3)</u>	<u>(3)</u>		Common Stock - Non Voting	6,250
Option - Right to Buy	\$ 17.84				<u>(3)</u>	<u>(3)</u>		Common Stock - Non Voting	10,500
Option - Right to	\$ 21.38				<u>(3)</u>	<u>(3)</u>		Common Stock -	10,500

Buy					Non Voting	
Option - Right to Buy	\$ 22.26		<u>(3)</u>	<u>(3)</u>	Common Stock - Non Voting	10,500
Option - Right to Buy	\$ 30.6		<u>(3)</u>	<u>(3)</u>	Common Stock - Non Voting	9,300
Option - Right to Buy	\$ 38.35		<u>(3)</u>	<u>(3)</u>	Common Stock - Non Voting	5,850
Option - Right to Buy	\$ 32.83		<u>(3)</u>	<u>(3)</u>	Common Stock - Non Voting	3,075
Option - Right to Buy	\$ 38.28		<u>(3)</u>	<u>(3)</u>	Common Stock - Non Voting	2,650

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

04/04/2007

 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) Pursuant to the terms of the Restricted Stock Unit Agreement, these Restricted Stock Units immediately became fully vested and non-forfeitable upon Ms. Weatherholtz' retirement, effective April 2, 2007.
- (2) Restricted Stock Units granted.
- (3) Pursuant to the terms of the Option Agreement, these Options immediately became fully exercisable upon Ms. Weatherholtz' retirement, effective April 2, 2007.

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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