

MCCORMICK & CO INC
 Form 4
 January 03, 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 *
LAWLESS ROBERT J

(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)
01/01/2008

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)

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 | 01/01/2008 | | M | 8,162 | A | \$ 32.83 | 251,984.82 D |
| Common Stock - Voting | 01/01/2008 | | F | 2,326 | D | \$ 37.995 | 249,658.82 D |
| Common Stock - Voting | 01/01/2008 | | M | 19,104 | A | \$ 38.28 | 268,762.82 D |
| Common Stock - Voting | 01/01/2008 | | F | 5,148 | D | \$ | 263,614.82 D |

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| | | | | | | | | |
|------------------------------------|------------|--|---|-------|----------------------|----------------------------|-----------|----------------------------------|
| Stock - Voting | | | | | 37.995 <u>(1)</u> | | | |
| Common Stock - Voting | | | | | 17,621.31 | I | | 401(k) Retirement Plan |
| Common Stock - Voting | | | | | 63,654.988 | I | | Deferred Compensation Plan |
| Common Stock - Non Voting | 01/01/2008 | | M | 2,721 | A | \$ 32.83 | 41,706.88 | D |
| Common Stock - Non Voting | 01/01/2008 | | F | 992 | D | \$ 37.995 <u>(1)</u> | 40,714.88 | D |
| Common Stock - Non Voting | 01/01/2008 | | M | 6,366 | A | \$ 38.28 | 47,080.88 | D |
| Common Stock - Non Voting | 01/01/2008 | | F | 2,321 | D | \$ 37.995 <u>(1)</u> | 44,759.88 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | |
| Restricted Stock | \$ 32.83 | 01/01/2008 | | M | | 8,162 | <u>(2)</u> | <u>(2)</u> | Common Stock - | 8,162 |

| Units | | | | | | | Voting |
|------------------------|----------|------------|---|--------|-----|-----|---------------------------------|
| Restricted Stock Units | \$ 38.28 | 01/01/2008 | M | 19,104 | (2) | (2) | Common Stock - Voting 19,104 |
| Restricted Stock Units | \$ 32.83 | 01/01/2008 | M | 2,721 | (2) | (2) | Common Stock - Non Voting 2,721 |
| Restricted Stock Units | \$ 38.28 | 01/01/2008 | M | 6,366 | (2) | (2) | Common Stock - Non Voting 6,366 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWLESS ROBERT J MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152 | X | | | |

Signatures

W. Geoffrey Carpenter, Attorney-in-Fact 01/03/2008

**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) The price is the average of the high and low trading price of the shares on the last trading day prior to the Transaction Date.
- (2) Pursuant to the Restricted Stock Unit Agreement, these Restricted Stock Units immediately became fully vested and nonforfeitable upon Mr. Lawless' retirement, effective January 1, 2008.
- (3) Restricted Stock Units granted.

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.