

MCCORMICK & CO INC  
Form 4  
March 03, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
CONTINO FRANCIS A

(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)  
02/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Executive Vice President -

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock - Voting           | 02/28/2008                           |  | M                              | A   | 3,182   | \$ 32.83   | D  |
| Common Stock - Voting           | 02/28/2008                           |  | F                              | D   | 1,083   | \$ 35.56   | D  |
| Common Stock - Voting           |                                      |  |                                |   | 21,137  | (1)  | I Trust                                    |
| Common Stock - Voting           |                                      |  |                                |   | 27,947.685  |  | I 401(k)                                   |

Edgar Filing: MCCORMICK & CO INC - Form 4

|                                    |            |  |   |       |   |             |          |   |                    |
|------------------------------------|------------|--|---|-------|---|-------------|----------|---|--------------------|
| Stock -<br>Voting                  |            |  |   |       |   |             |          |   | Retirement<br>Plan |
| Common<br>Stock -<br>Non<br>Voting | 02/28/2008 |  | M | 1,061 | A | \$<br>32.83 | 1,822.92 | D |                    |
| Common<br>Stock -<br>Non<br>Voting | 02/28/2008 |  | F | 362   | D | \$<br>35.56 | 1,460.92 | 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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secur<br>(Instr  |  |
|---|---|---|---|---|---|--|---|------------------------------------|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                              | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock Unit                            | \$ 32.83  | 02/28/2008                              |   | M                                       | 3,182   | (2)  | (2)   | Common<br>Stock -<br>Voting        | 3,182                                  |
| Restricted<br>Stock Unit                            | \$ 32.83  | 02/28/2008                              |   | M                                       | 1,061   | (2)  | (2)   | Common<br>Stock -<br>Non<br>Voting | 1,061                                  |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| CONTINO FRANCIS A<br>MCCORMICK & COMPANY, INCORPORATED |               |           | Executive Vice President - |       |

18 LOVETON CIRCLE  
SPARKS, MD 21152

## Signatures

W. Geoffrey Carpenter,  
Attorney-in-Fact

03/03/2008

\_\_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) Reflects downward adjustment due to clerical error in filing dated October 4, 2006
- (2) The reported Restricted Stock Units entitle the reporting person to receive, on each of 2/28/07 and 2/28/08, a distribution of common stock equal to 50% of the grant.
- (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.