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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

hours per response: 0.5	 Estimated average burden	
	hours per response:	0.5

	dress of Reporting I		2. Issuer Name and Ticker or Trading Symbol MCCORMICK & CO INC [MKC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>STEVENS WILLIAM E</u>			[]	X	Director	10% Owner			
·					Officer (give title	Other (specify			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/28/2007		below)	below)			
MCCORMIC	CK & COMPANY	Y, INCORPORATED	03/20/2007	1					
18 LOVETON CIRCLE									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individu Line)	vidual or Joint/Group Filing (Check Applicable				
(Street)				X	Form filed by One Rep	orting Person			
SPARKS	MD	21152			Form filed by More tha Person	n One Reporting			
(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)	Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock - Voting								20,470	D		
Common Stock - Non Voting								26,650	D		

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. Transa Code (8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	tive ties red	6. Date Exerc Expiration Da (Month/Day/N	ate	1 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option - Right to Buy	\$38.28	03/28/2007		A		2,500		03/28/2008	03/27/2017	Common Stock - Voting	2,500	\$0	2,500	D	
Option - Right to Buy	\$38.28	03/28/2007		A		2,500		03/28/2008	03/27/2017	Common Stock - Non Voting	2,500	\$0	2,500	D	
Restricted Stock Units	(1)	03/28/2007		A		1,500		03/01/2008	03/01/2008 ⁽²⁾	Common Stock - Voting	1,500	\$0	1,500	D	
Restricted Stock Units	(1)	03/28/2007		A		500		03/01/2008	03/01/2008 ⁽²⁾	Common Stock - Non Voting	500	\$0	500	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Common Stock.

2. Vested restricted stock units convert and settle in an equal number of shares of Common Stock.

Remarks:

Sonia Cudd, Attorney-in-fact

** Signature of Reporting Person

<u>03/28/2007</u> Date

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

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.