SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person* **STEVENS WILLIAM E**	2. Issuer Name **and** Ticker or Trading Symbol **MCCORMICK & CO INC** [**MKC**]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2007

X Director   10% Owner
  Officer (give title below)   Other (specify below)

(Street)
SPARKS   **MD**   **21152**
(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
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. 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 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   03/28/2007

** Signature of Reporting Person   Date