

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person * <u>WILSON ALAN D</u> (Last) (First) (Middle) MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE (Street) SPARKS MD 21152 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MCCORMICK & CO INC [MKC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/06/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	08/06/2008		M		15,496	A	\$12.1788	46,339.14	D	
Common Stock - Voting	08/06/2008		F		9,537	D	\$40.645	36,802.14	D	
Common Stock - Voting	08/06/2008		M		30,000	A	\$21.375	66,802.14	D	
Common Stock - Voting	08/06/2008		F		22,040	D	\$40.645	44,762.14	D	
Common Stock - Voting	08/06/2008		M		30,000	A	\$17.8438	74,762.14	D	
Common Stock - Voting	08/06/2008		F		20,581	D	\$40.645	54,181.14	D	
Common Stock - Voting	08/06/2008		M		70,500	A	\$22.26	124,681.14	D	
Common Stock - Voting	08/06/2008		F		52,652	D	\$40.645	72,029.14	D	
Common Stock - Voting								910.34	I	Deferred Compensation Plan
Common Stock - Non Voting	08/06/2008		M		5,164	A	\$12.7188	11,981.02	D	
Common Stock - Non Voting	08/06/2008		F		3,179	D	\$40.645	8,802.02	D	
Common Stock - Non Voting	08/06/2008		M		10,000	A	\$21.375	18,802.02	D	
Common Stock - Non Voting	08/06/2008		F		7,347	D	\$40.645	11,455.02	D	
Common Stock - Non Voting	08/06/2008		M		10,000	A	\$17.8438	21,455.02	D	
Common Stock - Non Voting	08/06/2008		F		6,861	D	\$40.645	14,594.02	D	
Common Stock - Non Voting	08/06/2008		M		23,500	A	\$22.26	38,094.02	D	
Common Stock - Non Voting	08/06/2008		F		17,551	D	\$40.645	20,543.02	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					
Option - Right to Buy	\$12.1788	08/06/2008		M			15,496	01/19/2001	01/18/2010	Common Stock - Voting	(1)	0	D	
Option - Right to Buy	\$17.8438	08/06/2008		M			30,000	01/23/2002	01/22/2011	Common Stock - Voting	(1)	0	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	\$21.375	08/06/2008		M			30,000	01/22/2003	01/21/2012	Common Stock - Voting	30,000	(1)	0	D	
Option - Right to Buy	\$22.26	08/06/2008		M			70,500	01/28/2004	01/27/2013	Common Stock - Voting	70,500	(1)	0	D	
Option - Right to Buy	\$12.7188	08/06/2008		M			5,164	01/19/2001	01/18/2010	Common Stock - Non Voting	5,164	(1)	0	D	
Option - Right to Buy	\$17.8438	08/06/2008		M			10,000	01/23/2002	01/22/2011	Common Stock - Non Voting	10,000	(1)	0	D	
Option - Right to Buy	\$21.375	08/06/2008		M			10,000	01/22/2003	01/21/2012	Common Stock - Non Voting	10,000	(1)	0	D	
Option - Right to Buy	\$22.26	08/06/2008		M			23,500	01/28/2004	01/27/2013	Common Stock - Non Voting	23,500	(1)	0	D	

Explanation of Responses:

1. Option exercised

Remarks:

Robert W. Skelton, Attorney-
in-fact

08/08/2008

** Signature of Reporting Person

Date

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

* 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.