

**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                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><b>LAWLESS ROBERT J</b><br><br>(Last) (First) (Middle)<br><b>MCCORMICK &amp; COMPANY, INCORPORATED</b><br><b>18 LOVETON CIRCLE</b><br><br>(Street)<br><b>SPARKS MD 21152</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>MCCORMICK &amp; CO INC [ MKC ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman, President and CEO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/28/2007</b>                |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             |   |

**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           | 02/28/2007                           |  | M                              |   | 8,161   | A          | \$32.83 | 243,492.959   | D  |   |
| Common Stock - Voting           | 02/28/2007                           |  | F                              |   | 3,594   | D          | \$38.76 | 239,898.959   | D  |   |
| Common Stock - Voting           |                                      |  |                                |   |   |            |         | 17,010.582  | I  | McCormick Profit Sharing Plan                         |
| Common Stock - Voting           |                                      |  |                                |   |   |            |         | 62,790.028  | I  | Deferred Compensation Plan                            |
| Common Stock - Non-Voting       | 02/28/2007                           |  | M                              |   | 2,720   | A          | \$32.83 | 50,971.108  | D  |   |
| Common Stock - Non Voting       | 02/28/2007                           |  | F                              |   | 1,198   | D          | \$38.76 | 49,773.108  | 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 |   |  |  |   |  |
| Restricted Stock Units                     | \$32.83  | 02/28/2007                           |  | M                              |   |  | 8,161 | (1)  | (1)             | Common Stock - Voting   |  | 8,162  | D   |  |
| Restricted Stock Units                     | \$32.83  | 02/28/2007                           |  | M                              |   |  | 2,720 | (1)  | (1)             | Common Stock - Non Voting   |  | 2,721  | D   |  |

**Explanation of Responses:**

- The reported Restricted Stock Units entitle the reporting peerson to receive, on each of 2/28/2007 and 2/28/2008, a distribution of common stock equal to 50% of the grant.
- Restricted Stock Unit granted.

**Remarks:**

Sonia Cudd, Attorney-in-Fact 03/02/2007

\*\* 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.