

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 * <u>SKELTON ROBERT W</u> <hr/> (Last) (First) (Middle) <u>MCCORMICK & COMPANY, INCORPORATED</u> <u>18 LOVETON CIRCLE</u> <hr/> (Street) <u>SPARKS MD 21152</u> <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP, General Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2008</u> | |
| 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 | | | | | | | | 81,227.38 | D | |
| Common Stock - Voting | | | | | | | | 12,158.628 | I | 401(k) Retirement Plan |
| Common Stock - Non Voting | | | | | | | | 53,204.49 | 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 |
| Option - Right to Buy | \$37.59 | 04/02/2008 | | A | | 18,976 | | 04/02/2009 | 04/01/2018 | Common Stock - Voting | 18,976 | \$0 | 18,976 | D | |
| Option - Right to Buy | \$37.59 | 04/02/2008 | | A | | 6,324 | | 04/02/2009 | 04/01/2018 | Common Stock - Non Voting | 6,324 | \$0 | 6,324 | D | |
| Restricted Stock Units | (1) | 04/02/2008 | | A | | 4,210 | | (2) | (2) | Common Stock - Voting | 4,210 | \$0 | 4,210 | D | |
| Restricted Stock Units | (1) | 04/02/2008 | | A | | 1,404 | | (2) | (2) | Common Stock - Non Voting | 1,404 | \$0 | 1,404 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- The reported Restricted Stock Units entitle the reporting person to receive, on each of the first and second anniversaries of the grant date, a distribution of common stock equal to 50% of the grant. Once vested, the Restricted Stock Units are settled in an equal number of shares of Common Stock.

Remarks:

W. Geoffrey Carpenter, 04/04/2008
Attorney-in-fact
 ** 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.