

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
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1. Name and Address of Reporting Person* <u>LAWLESS ROBERT J</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 MCCORMICK & CO INC [MKC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2008	
	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	01/01/2008		M		8,162	A	\$32.83	251,984.82	D	
Common Stock - Voting	01/01/2008		F		2,326	D	\$37.995 ⁽¹⁾	249,658.82	D	
Common Stock - Voting	01/01/2008		M		19,104	A	\$38.28	268,762.82	D	
Common Stock - Voting	01/01/2008		F		5,148	D	\$37.995 ⁽¹⁾	263,614.82	D	
Common Stock - Voting								17,621.31	I	401(k) Retirement Plan
Common Stock - Voting								63,654.988	I	Deferred Compensation Plan
Common Stock - Non Voting	01/01/2008		M		2,721	A	\$32.83	41,706.88	D	
Common Stock - Non Voting	01/01/2008		F		992	D	\$37.995 ⁽¹⁾	40,714.88	D	
Common Stock - Non Voting	01/01/2008		M		6,366	A	\$38.28	47,080.88	D	
Common Stock - Non Voting	01/01/2008		F		2,321	D	\$37.995 ⁽¹⁾	44,759.88	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	01/01/2008		M			8,162	(2)	(2)	Common Stock - Voting	8,162	(3)	0	D
Restricted Stock Units	\$38.28	01/01/2008		M			19,104	(2)	(2)	Common Stock - Voting	19,104	(3)	0	D
Restricted Stock Units	\$32.83	01/01/2008		M			2,721	(2)	(2)	Common Stock - Non Voting	2,721	(3)	0	D
Restricted Stock Units	\$38.28	01/01/2008		M			6,366	(2)	(2)	Common Stock - Non Voting	6,366	(3)	0	D

Explanation of Responses:

- The price is the average of the high and low trading price of the shares on the last trading day prior to the Transaction Date.
- Pursuant to the Restricted Stock Unit Agreement, these Restricted Stock Units immediately became fully vested and nonforfeitable upon Mr. Lawless' retirement, effective January 1, 2008.

3. Restricted Stock Units granted.

Remarks:

W. Geoffrey Carpenter,
Attorney-in-Fact

01/03/2008

** 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.