

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>WEATHERHOLTZ KAREN D</u> (Last) (First) (Middle) <u>MCCORMICK & COMPANY, INCORPORATED</u> <u>18 LOVETON CIRCLE</u> (Street) <u>SPARKS MD 21152</u> (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) <u>Senior Vice President -</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2007</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	04/02/2007		M		1,023	A	\$32.83	26,450	D	
Common Stock - Voting	04/02/2007		F		349	D	\$38.39	26,101	D	
Common Stock - Voting	04/02/2007		M		1,754	A	\$38.28	27,855	D	
Common Stock - Voting	04/02/2007		F		597	D	\$38.39	27,258	D	
Common Stock - Voting								20,418.174	I	401(k) Retirement Plan
Common Stock - Non Voting	04/02/2007		M		341	A	\$32.83	565.865	D	
Common Stock - Non Voting	04/02/2007		F		117	D	\$38.39	448.865	D	
Common Stock - Non Voting	04/02/2007		M		584	A	\$38.28	1,032.865	D	
Common Stock - Non Voting	04/02/2007		F		199	D	\$38.39	833.865	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	04/02/2007		M			1,023	(1)	(1)	Common Stock - Voting	1,023	(2)	0	D
Restricted Stock Units	\$38.28	04/02/2007		M			1,754	(1)	(1)	Common Stock - Voting	1,754	(2)	0	D
Restricted Stock Units	\$32.83	04/02/2007		M			341	(1)	(1)	Common Stock - Non Voting	341	(2)	0	D
Restricted Stock Units	\$38.28	04/02/2007		M			584	(1)	(1)	Common Stock - Non Voting	584	(2)	0	D
Option - Right to Buy	\$12.72							(3)	(3)	Common Stock - Voting	18,750		18,750	D
Option - Right to Buy	\$17.84							(3)	(3)	Common Stock - Voting	31,500		31,500	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	\$21.38							(3)	(3)	Common Stock - Voting	31,500		31,500	D	
Common Stock - Voting	\$22.26							(3)	(3)	Common Stock - Voting	31,500		31,500	D	
Option - Right to Buy	\$30.6							(3)	(3)	Common Stock - Voting	27,900		27,900	D	
Option - Right to Buy	\$38.35							(3)	(3)	Common Stock - Voting	17,550		17,550	D	
Option - Right to Buy	\$32.83							(3)	(3)	Common Stock - Voting	9,225		9,225	D	
Option - Right to Buy	\$38.28							(3)	(3)	Common Stock - Voting	7,950		7,950	D	
Option - Right to Buy	\$12.72							(3)	(3)	Common Stock - Non Voting	6,250		6,250	D	
Option - Right to Buy	\$17.84							(3)	(3)	Common Stock - Non Voting	10,500		10,500	D	
Option - Right to Buy	\$21.38							(3)	(3)	Common Stock - Non Voting	10,500		10,500	D	
Option - Right to Buy	\$22.26							(3)	(3)	Common Stock - Non Voting	10,500		10,500	D	
Option - Right to Buy	\$30.6							(3)	(3)	Common Stock - Non Voting	9,300		9,300	D	
Option - Right to Buy	\$38.35							(3)	(3)	Common Stock - Non Voting	5,850		5,850	D	
Option - Right to Buy	\$32.83							(3)	(3)	Common Stock - Non Voting	3,075		3,075	D	
Option - Right to Buy	\$38.28							(3)	(3)	Common Stock - Non Voting	2,650		2,650	D	

Explanation of Responses:

- Pursuant to the terms of the Restricted Stock Unit Agreement, these Restricted Stock Units immediately became fully vested and non-forfeitable upon Ms. Weatherholtz' retirement, effective April 2, 2007.
- Restricted Stock Units granted.
- Pursuant to the terms of the Option Agreement, these Options immediately became fully exercisable upon Ms. Weatherholtz' retirement, effective April 2, 2007.

Remarks:

Sonia G. Cudd, Attorney-in-fact

04/04/2007

** 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.

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