

MCCORMICK & CO INC  
 Form 3  
 December 10, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Carpenter William Geoffrey		(Month/Day/Year)	MCCORMICK & CO INC [MKC]	
(Last)	(First)	(Middle)	12/01/2008	
18 LOVETON CIRCLE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SPARKS,Â MDÂ 21152			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			V.P., General Counsel	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock - Voting	24,485.63	D	Â
Common Stock - Voting	2,119.9888 <sup>(1)</sup>	I	401(k) Retirement Plan
Common Stock - Non Voting	6,458.59	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Options - Right to Buy	01/22/2003 <sup>(2)</sup>	01/21/2012 <sup>(2)</sup>	Common Stock - Voting	8,250	\$ 21.38	D	Â
Options - Right to Buy	01/28/2004 <sup>(2)</sup>	01/27/2013 <sup>(2)</sup>	Common Stock - Voting	11,700	\$ 22.26	D	Â
Options - Right to Buy	01/27/2005 <sup>(2)</sup>	01/26/2014 <sup>(2)</sup>	Common Stock - Voting	11,700	\$ 30.6	D	Â
Options - Right to Buy	01/25/2006 <sup>(2)</sup>	01/24/2015 <sup>(2)</sup>	Common Stock - Voting	6,825	\$ 38.35	D	Â
Options - Right to Buy	01/22/2003 <sup>(2)</sup>	01/21/2012 <sup>(2)</sup>	Common Stock - Non Voting	2,750	\$ 21.38	D	Â
Options - Right to Buy	01/28/2004 <sup>(2)</sup>	01/27/2013 <sup>(2)</sup>	Common Stock - Non Voting	3,900	\$ 22.26	D	Â
Options - Right to Buy	01/27/2005 <sup>(2)</sup>	01/26/2014 <sup>(2)</sup>	Common Stock - Non Voting	3,900	\$ 30.6	D	Â
Options - Right to Buy	01/25/2006 <sup>(2)</sup>	01/24/2015 <sup>(2)</sup>	Common Stock - Non Voting	2,275	\$ 38.35	D	Â
Restricted Stock Units	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock - Voting	588	\$ <sup>(5)</sup>	D	Â
Restricted Stock Units	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock - Voting	1,276	\$ <sup>(5)</sup>	D	Â
Restricted Stock Units	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock - Non Voting	196	\$ <sup>(5)</sup>	D	Â
Restricted Stock Units	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock -	426	\$ <sup>(5)</sup>	D	Â

Non  
Voting

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carpenter William Geoffrey 18 LOVETON CIRCLE SPARKS, MD 21152	Â	Â	Â V.P., General Counsel	Â

## Signatures

W. Geoffrey Carpenter,  
Attorney-in-fact

12/10/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Shares held in the McCormick 401(k) retirement Plan are as of December 1, 2008. The reporting person owns units in the McCormick Stock Fund in the McCormick 401(k) Retirement Plan and the number of shares reported as beneficially owned is based on the market value of the reporting person's McCormick Stock Fund divided by the closing stock price of the common stock of McCormick on date indicated.
- (1) Shares held in the McCormick 401(k) retirement Plan are as of December 1, 2008. The reporting person owns units in the McCormick Stock Fund in the McCormick 401(k) Retirement Plan and the number of shares reported as beneficially owned is based on the market value of the reporting person's McCormick Stock Fund divided by the closing stock price of the common stock of McCormick on date indicated.
  - (2) Twenty-five percent (25%) of the option becomes exercisable at each of the first four (4) grant anniversaries.
  - (3) The reported Restricted Stock Units are part of an award that vested 50% on March 28, 2008 and the remaining units will vest on March 29, 2008.
- The reported Restricted Stock Units entitle the reporting person to receive, on each of the first and second anniversaries of the grant date,
- (4) 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.
  - (5) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.