

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

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

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

Non  
Voting

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Carpenter William Geoffrey<br>18 LOVETON CIRCLE<br>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.

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