

MCCORMICK & CO INC  
 Form 4  
 March 24, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 FITZPATRICK J MICHAEL

(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]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/22/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock - Voting	03/22/2006		A	A	\$ 34.82	2,642	D
Common Stock - Voting	03/22/2006		A	A	\$ 34.82	7,107.006	I Deferred Compensation Plan

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

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SEC 1474  
 (9-02)

number.

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Option - Right To Buy	\$ 34.82	03/22/2006		A	2,500	03/21/2007 03/20/2016	Common Stock - Voting	2,500
Option - Right To Buy	\$ 34.82	03/22/2006		A	2,500	03/21/2007 03/20/2016	Common Stock - Non Voting	2,500
Restricted Stock Units	(1)	03/22/2006		A	750	03/01/2007 03/01/2007 <sup>(2)</sup>	Common Stock - Voting	750
Restricted Stock Units	(1)	03/22/2006		A	250	03/01/2007 03/01/2007 <sup>(2)</sup>	Common Stock - Non Voting	250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZPATRICK J MICHAEL MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X			

## Signatures

Sonia Cudd,  
Attorney-in-fact 03/24/2006

         \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Common Stock.
  - (2) Vested restricted stock units convert and settle in an equal number of shares 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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