

MCCORMICK & CO INC
 Form 4
 April 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
DAVEY ROBERT G

 (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)
04/04/2005

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)
Executive Vice President

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	04/04/2005		M		25,000	A	\$ 17.84	152,809	D	
Common Stock - Voting	04/04/2005		S		25,000	D	\$ 34.3	127,809	D	
Common Stock - Voting	04/05/2005		M		22,500	A	\$ 17.84	150,809	D	
Common Stock - Voting	04/05/2005		S		22,500	D	\$ 34.37	127,809	D	
Common Stock - Voting								12,012.426	I	Profit Sharing
								(1)		

Plan

Common Stock - Non Voting	04/05/2005	M	5,000	A	\$ 17.84	7,757	D
Common Stock - Non Voting	04/05/2005	S	5,000	D	\$ 34.37	2,757	D

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

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SEC 1474
(9-02)

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Option - Right to Buy	\$ 17.84	04/04/2005		M	25,000	01/23/2002	01/22/2011	Common Stock - Voting	25,000
Option - Right to Buy	\$ 17.84	04/05/2005		M	22,500	01/23/2002	01/22/2011	Common Stock - Voting	22,500
Option - Right to Buy	\$ 17.84	04/05/2005		M	5,000	01/23/2002	01/22/2011	Common Stock - Non Voting	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVEY ROBERT G MCCORMICK & COMPANY, INCORPORATED 18 LOVETON CIRCLE SPARKS, MD 21152	X		Executive Vice President	

Signatures

W. Geoffrey Carpenter,
Attorney-in-Fact

04/06/2005

__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).

Shares held in the McCormick Profit Sharing Plan as of 11/30/2004. The reporting person owns units in the McCormick Stock Fund in

(1) the Profit Sharing Plan and the number of shares reported as beneficially owned is based on the reporting person's pro rata interest in the net value of the McCormick Stock Fund on the date indicated.

- (2) Option exercised

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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