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MCCORMI	CK & CO INC										
Form 4											
March 02, 2	.006										
FORM	Λ4								1B APPR	ROVAL	
Washington, D.C. 20549							N OMB Numbe	er: 3	3235-0287		
Check the if no lon	ger		-						s: Ja	anuary 31,	
subject t Section Form 4 o	o SIATEN 16. or		OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							2005 age er 0.5	
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(suant to Section a) of the Publi 30(h) of th		lding Co	mpar	iy Act o	f 1935 or Sect				
(Print or Type	Responses)										
	Address of Reporting A BARRY H	Sym	suer Name an ool CORMICK	-	5. Relationship of Reporting Person(s) to Issuer						
(Last)							(Check all applicable)				
MCCORMICK & COMPANY, INCORPORATED, 18 LOVETON CIRCLE			th/Day/Year) 8/2006		X_ Director 10% Owner Officer (give title Other (specify below) below)						
	(Street)		Amendment, D (Month/Day/Yea	-	al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
SPARKS, N	MD 21152						Form filed b Person				
(City)	(State)	(Zip)	Table I - Non-	Derivative	e Secu	rities Aco	quired, Disposed	l of, or Bene	ficially O	wned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deeme Execution any (Month/Da(Instr. 3)(Month/Day/Year)any (Month/Da			Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				SecuritiesCBeneficiallyFOwnedDFollowingoReported(I)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	n: Ownershij ect (D) (Instr. 4) ndirect		
~			Code V	Amount	(D)	Price	(msu. 5 and 4)				
Commonn Stock - Voting	02/28/2006		А	45.69	А	\$ 32.83	8,811.582	I	Defer Comp Plan	red pensation	
Common Stock - Voting							2,433.327	D			

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

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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. Transacti Code (Instr. 8)	5. orNumber 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Reporting Owners											
	Reporting Owner Name / Address			Relationships							
			D	Director 1	0% Owner	Officer (Other				
MCCORN 18 LOVE	IA BARRY MICK & CO TON CIRC , MD 21152	OMPANY, INCO LE	RPORATED	Х							

Signatures

Sonia Cudd, Attorney-in-fact 03/02/2006

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** 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. 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.