MACDERMID INC

Form 5

January 03, 2007

FORM 5

OMB APPROVAL

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

Number:

OMB

Expires:

3235-0362 January 31, 2005

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

response...

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person ** LEEVER DANIEL H			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			MACDERMID INC [MRD]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
			12/31/2006	_X_ Officer (give title Other (specify		
1401 BLAKE STREET				below) below) CEO & Chairman		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting		
			Filed(Month/Day/Year)			
				(check applicable line)		

DENVER, COÂ 80202

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State) (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. Securi Acquired Disposed (Instr. 3,	d (A) of (D) 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	594,626	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	8,285	I	Trust for Son
Common Stock	Â	Â	Â	Â	Â	Â	5,463	I	By Spouse
Common Stock	Â	Â	Â	Â	Â	Â	135,668	I	FN (2)
	12/31/2006	Â	A		A	\$ (3)	154,565	I	

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 $\begin{array}{ccc} \text{Common} & & 1,593 & & \text{ERISA} \\ \text{Stock} & & \underline{\text{(1)}} & & \text{Plan} \end{array}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270

(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 Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Securit (Instr. 5
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	Â	Â	Â	Â	Â	(4)	(4)	Common Stock	Â	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			

LEEVER DANIEL H 1401 BLAKE STREET DENVER, COÂ 80202

X Â Â CEO & Chairman Â

Signatures

Daniel H. 12/31/2006 Leever

**Signature of Date
Reporting Person

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) Shares acquired 1/1/06 to 12/31/06
- (2) Trust/Foundation for which reporting person is Trustee.
- (3) Market

Reporting Owners 2

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(4) N/A

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.