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MCCORMICK & CO INC

Form S-8

March 26, 2001

As filed with the Securities and Exchange Commission on March 23, 2001
Registration No. 33-_____

Securities and Exchange Commission
Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MCCORMICK & COMPANY, INCORPORATED
(Exact name of registrant as specified in its charter)

MARYLAND
(State or other jurisdiction of
incorporation or organization)

52-0408290
(I.R.S. Employer
Identification No.)

18 Loveton Circle
(Address of Principal Executive Offices)

21152
(Zip Code)

2001 EMPLOYEES STOCK PURCHASE PLAN
2001 STOCK OPTION PLAN
MCCORMICK UK SAYE PLAN
MCCORMICK FRANCE SHARE OPTION PLAN
MCCORMICK B2K STOCK BONUS PLAN
NON-QUALIFIED STOCK OPTIONS
(Full title of plans)

Robert W. Skelton
Vice President, General Counsel & Secretary
McCormick & Company, Incorporated
18 Loveton Circle
Sparks, Maryland 21152
(410) 771-7563
(Name, address and telephone of agent for service)

Approximate Date of Commencement of Proposed Sale to
the Public: As soon as practicable after the Registration
Statement becomes effective.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered*	Proposed Maximum Offering Price Per Share*	Proposed Maximum Aggregate Offering Price
Common Stock (no par value)	6,781,000 shares	\$39.37	\$380,432,310
Common Non-Voting Stock (no par value)	2,882,000 shares		

* Represents the aggregate number of shares available at March 23, 2001

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for issuance under the Plans with the estimated offering price and registration fee, calculated in accordance with Rule 457 (c) and (h), based upon the average of the high and low price of the common stock of the Registrant on March 22 , 2001 (\$). In addition, pursuant to Rule 416(c under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plans described herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION*

- * Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the registration statement in accordance with Rule 428 under the Securities Act of 1933 and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents or designated portions thereof are incorporated herein by reference:

(i) The Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2000, and all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since November 30, 1998;

(ii) The Company's Form 10 Registration Statement dated April 29, 1965 (Registration Statement File Number 0-748) registering stock pursuant to Section 12(g) of the Securities and Exchange Act of 1934, as amended by Form 8 filed on August 16, 1988 with the Commission, which describes the Company's Securities; and

(iii) All documents filed by the Company or the McCormick & Company, Incorporated Deferred Compensation Plan pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 subsequent to the filing of this Registration Statement, and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement shall be deemed to be modified or superseded to the extent that a statement contained in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such prior statement. The documents required to be so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

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ITEM 4. DESCRIPTION OF SECURITIES

Not required.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The legal validity of the issuance of the shares of Common Stock and Common Stock Non-Voting offered by the Prospectus has been passed upon by Robert W. Skelton, Vice President and General Counsel of the Company. As of December 29, 2000, the record date for the 2001 Annual Meeting of Stockholders, Mr. Skelton owned 50,486 shares of the Company's Common Stock and 24,347 shares of Common Stock Non-Voting, which includes shares of Common Stock and Common Stock Non-Voting beneficially owned by Mr. Skelton alone or jointly with his spouse and children who have the same home as Mr. Skelton. It also includes shares which could be acquired within 60 days of December 29, 2000 pursuant to the exercise of stock options and shares beneficially owned by virtue of his participation in the McCormick Profit Sharing Plan. Ernst & Young LLP, independent auditors, have no reportable interest in the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under the Company's By-Laws and the Maryland General Corporation Law, the directors and officers of the Company may be entitled to indemnification in respect to threatened, pending or completed actions, suits or proceedings, whether civil, criminal, administrative or investigative ("proceedings") to which they are made a party by reason of their position as a director or officer of the Company. In the case of conduct in their official capacity with the Company, directors and officers will be entitled to indemnification so long as they acted in good faith and in a manner which they reasonably believed was in the best interests of the Company, and in all other cases they will be entitled to indemnification so long as they acted in good faith and in a manner that was at least not opposed to the best interests of the Company. In the case of criminal proceedings, the director or the officer also must have had no reasonable cause to believe that the conduct was unlawful.

If the director or officer is successful on the merits or otherwise in the defense of any proceedings, the director or officer will be entitled to indemnification against reasonable expenses incurred in connection with the proceedings regardless of whether the foregoing standards are met. In addition, a court of competent jurisdiction may order indemnification if it determines that the director or officer has met the foregoing standards, or even if not, if it determines that the director or officer is entitled to indemnification in view of all the relevant circumstances.

Any indemnification required or permitted by the Company's By-Laws and the Maryland General Corporation Law may be against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the director or officer in connection with the proceeding. However, if the proceeding is by or in the right of the Company, indemnification may be made only against expenses and may not be made in respect of any proceeding in which the director or officer is adjudged to be liable to the Company.

Under the Company's Charter, the monetary liability of directors and officers to the Company or its stockholders is eliminated except for, and to the extent of, actual receipt of an improper benefit in money, property or services, or in respect to an adjudication based upon a finding of active and deliberate dishonesty material to the cause of action adjudicated.

The Company also maintains for the benefit of its directors and officers

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insurance covering certain liabilities asserted against or incurred by such persons in their capacity as, or as a result of their position of, director or officer of the Company. This insurance may afford protection for liabilities not subject to indemnification under the Company's By-Laws and the Maryland General Corporation Law.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

See Exhibit Index.

ITEM 9. UNDERTAKINGS

A. The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) To remove the registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the

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registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the questions whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Baltimore, and the State of Maryland, on the 23rd day of March, 2001.

MCCORMICK & COMPANY, INCORPORATED

By: /s/ Robert J. Lawless

Robert J. Lawless
Chairman, President & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Principal Executive Officer:

/s/ Robert J. Lawless	Chairman, President &	March 23, 2001
-----	Chief Executive Officer	
Robert J. Lawless		

Principal Financial Officer

/s/ Francis A. Contino	Executive Vice President &	March 23, 2001
-----	Chief Financial Officer	
Francis A. Contino		

Principal Accounting Officer

/s/ Kenneth A. Kelly, Jr.	Vice President &	March 23, 2001
-----	Controller	
Kenneth A. Kelly, Jr.		

A majority of the Board of Directors:

BARRY H. BERACHA, JAMES T. BRADY, FRANCIS A. CONTINO, ROBERT G. DAVEY, EDWARD S. DUNN, JR., FREEMAN A. HRABOWSKI, III, ROBERT J. LAWLESS, JOHN C. MOLAN, CARROLL D. NORDHOFF, ROBERT W. SCHROEDER, WILLIAM E. STEVENS AND KAREN D. WEATHERHOLTZ.

By: /s/ Robert W. Skelton	Attorney-in-fact	March 23, 2001
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Robert W. Skelton

MCCORMICK & COMPANY, INCORPORATED 2001 EMPLOYEES STOCK PURCHASE PLAN. Pursuant to the requirements of the Securities Act of 1933, the McCormick & Company, Incorporated 2001 Employees Stock Purchase Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Baltimore, and the State of Maryland, on the 23rd day of March, 2001.

MCCORMICK & COMPANY, INCORPORATED
2001 EMPLOYEES STOCK PURCHASE PLAN

By: Executive Committee of the Board of Directors

By: /s/ Robert W. Skelton

Robert W. Skelton
Attorney-in-Fact

MCCORMICK & COMPANY, INCORPORATED 2001 STOCK OPTION PLAN. Pursuant to the requirements of the Securities Act of 1933, the McCormick & Company, Incorporated 2001 Stock Option Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Baltimore, and the State of Maryland, on the 23rd day of March, 2001.

MCCORMICK & COMPANY, INCORPORATED
2001 STOCK OPTION PLAN

By: Executive Committee of the Board of Directors

By: /s/ Robert W. Skelton

Robert W. Skelton
Attorney-in-Fact

MCCORMICK FRANCE SHARE STOCK OPTION PLAN. Pursuant to the requirements of the Securities Act of 1933, the McCormick France Share Option Plan has duly caused this registration

statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Baltimore, and the State of Maryland, on the 23rd day of March, 2001.

MCCORMICK FRANCE SHARE OPTION PLAN

By: Executive Committee of the Board of Directors

By: /s/ Robert W. Skelton

Robert W. Skelton
Attorney-in-Fact

MCCORMICK UK SAYE PLAN. Pursuant to the requirements of the Securities Act of 1933, the McCormick UK SAYE Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the

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County of Baltimore, and the State of Maryland, on the 23rd day of March, 2001.

MCCORMICK UK SAYE PLAN

By: Executive Committee of the Board of Directors

By: /s/ Robert W. Skelton

Robert W. Skelton
Attorney-in-Fact

MCCORMICK B2K STOCK BONUS PLAN. Pursuant to the requirements of the Securities Act of 1933, the McCormick B2K Stock Bonus Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Baltimore, and the State of Maryland, on the 23rd day of March, 2001.

MCCORMICK B2K STOCK BONUS PLAN

By: Executive Committee of the Board of Directors

By: /s/ Robert W. Skelton

Robert W. Skelton
Attorney-in-Fact

CONSENT OF COUNSEL

The consent of Robert W. Skelton, Esquire is included in the opinion filed as Exhibit 5 to the Registration Statement.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference herein and in the Prospectuses pertaining to the McCormick & Company, Incorporated 2001 Employees Stock Purchase Plan, the 2001 Stock Option Plan, the McCormick UK SAYE Plan, the McCormick France Share Option Plan and the B2K Stock Bonus Plan of our report dated January 23, 2001, with respect to the consolidated financial statements of McCormick & Company, Incorporated incorporated by reference in its Annual Report on Form 10-K for the year ended November 30, 2000 and the related financial statement schedules included therein filed with the Securities and Exchange Commission.

ERNST & YOUNG

Baltimore, Maryland
March 23, 2001

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EXHIBIT INDEX

EXHIBIT	REFERENCES
(4) Instruments defining the rights of security holders, including	Restatement of Charter of McCormick & Company, Incorporated dated April 16, 1990, (See Exhibit #1, Registration Statement on S-8, Registration Statement on Form S-8, Registration Statement on Form S-8, 1991), as amended by the Articles of Amendment, Exhibit #4, Registration Statement on Form S-8, filed March 19, 1993). No instrument of Registration Statement on Form S-8, long-term debt involves an amount of authorized capital stock in excess of ten percent of the total assets of the Registrant on a consolidated basis. Registrant agrees to furnish a copy of the instrument upon request of the Commission.
(5) Opinion re: legality	Opinion of Robert W. Skelton, Esquire, attached.
(15) Letter re: unaudited, interim financial information	Not applicable.
(23) Consents of experts and counsel	See "Consent of Independent Auditors" and Exhibit #5.
(24) Power of Attorney	Attached.