SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended May 31, 2000 Commission File Number 0-748

McCORMICK & COMPANY, INCORPORATED

(Exact name of registrant as specified in its charter)

MARYLAND	52-0408290
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

18 Loveton Circle, P. O. Box 6000, Sparks, MD	21152-6000
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (410) 771-7301

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to filing requirements for the past 90 days. Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

	Shares Outstanding June 30, 2000
Common Stock	8,417,957
Common Stock Non-Voting	59,998,064

PART I - FINANCIAL INFORMATION

ITEM 1 FINANCIAL STATEMENTS

McCORMICK & COMPANY, INCORPORATED
CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)
(in thousands except per share amounts)

	Three Months Ended May 31, 2000	Three Months Ended May 31, 1999	Six Months Ended May 31, 2000	Six Months Ended May 31, 1999
Net sales	$485,724	$468,178	$948,127	$909,721
Cost of goods sold	315,242	310,443	613,813	606,647
Gross profit	170,482	157,735	334,314	303,074
Selling, general and administrative expense	127,799	120,824	253,737	232,179
Special charges	464	14,665	966	14,665
Operating income	42,219	22,246	79,611	56,230
Interest expense	8,313	8,154	15,719	16,288
Other expense	1,255	79	2,700	307
Income before income taxes	32,651	14,013	61,192	39,635
Income taxes	11,649	10,274	21,838	19,472
Net income from consolidated operations	21,002	3,739	39,354	20,163
Income from unconsolidated operations	3,200	2,057	9,265	3,803
Net income	$ 24,202	$ 5,796	$ 48,619	$ 23,966
Earnings per common share - basic and assuming dilution	$ 0.35	$ 0.08	$ 0.70	$ 0.33
Cash dividends declared per common share	$ 0.19	$ 0.17	$ 0.38	$ 0.34

See notes to condensed consolidated financial statements.

McCORMICK & COMPANY, INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEET
(in thousands)

	May 31, 2000 (Unaudited)	May 31, 1999 (Unaudited)	Nov. 30, 1999
ASSETS			
Current Assets			
Cash and cash equivalents	$ 28,451	$ 13,510	$ 11,961
Accounts receivable, net	175,195	182,866	213,926
Inventories			
Raw materials and supplies	100,301	114,690	101,608
Finished products and work-in process	151,732	147,511	132,563
	252,033	262,201	234,171
Other current assets	19,213	22,687	30,499
Total current assets	474,892	481,264	490,557
Property, plant and equipment	750,627	718,165	734,982
Less: Accumulated depreciation	(394,180)	(351,572)	(371,731)
Total property, plant and equipment, net	356,447	366,593	363,251
Intangible assets, net	138,059	147,305	142,849
Prepaid allowances	124,082	150,255	109,253
Other assets	101,837	77,149	82,869
Total assets	$1,195,317	$1,222,566	$1,188,779
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Short-term borrowings	$ 196,421	$ 191,545	$ 92,940
Current portion of long-term debt	5,812	15,133	7,731
Trade accounts payable	143,505	146,166	148,755
Other accrued liabilities	181,029	174,600	221,206
Total current liabilities	526,767	527,444	470,632
Long-term debt	235,084	243,401	241,432
Other long-term liabilities	99,047	100,675	94,293
Total liabilities	860,898	871,520	806,357
Shareholders' Equity			
Common stock	50,130	51,648	49,761
Common stock non-voting	123,724	121,820	124,041
Retained earnings	202,863	219,367	242,764
Accumulated other comprehensive income	(42,298)	(41,789)	(34,144)
Total shareholders' equity	334,419	351,046	382,422
Total liabilities and shareholders' equity	$1,195,317	$1,222,566	$1,188,779

See notes to condensed consolidated financial statements.

McCORMICK & COMPANY, INCORPORATED
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)
(in thousands)

	Six Months Ended May 31, 2000	Six Months Ended May 31, 1999
Cash flows from operating activities		
Net income	$ 48,619	$ 23,966
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	28,377	28,529
Special charges	966	14,665
Income from unconsolidated operations	(9,265)	(3,803)
Changes in operating assets and liabilities	(30,853)	(23,038)
Other	280	1,759
Net cash provided by operating activities	38,124	42,078
Cash flows from investing activities		
Capital expenditures	(23,075)	(22,105)
Acquisitions of businesses	(4,115)	--
Other	123	293
Net cash used in investing activities	(27,067)	(21,812)
Cash flows from financing activities		
Short-term borrowings, net	100,266	52,549
Long-term debt repayments	(5,431)	(14,472)
Common stock issued	4,030	8,281
Common stock acquired by purchase	(66,143)	(46,327)
Dividends paid	(26,264)	(24,481)
Net cash provided by (used in) financing activities	6,458	(24,450)
Effect of exchange rate changes on cash and cash equivalents	(1,025)	(17)
Increase (decrease) in cash and cash equivalents	16,490	(4,201)
Cash and cash equivalents at beginning of period	11,961	17,711
Cash and cash equivalents at end of period	$ 28,451	$ 13,510

See notes to condensed consolidated financial statements.

McCORMICK & COMPANY, INCORPORATED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the accompanying condensed consolidated financial statements contain all adjustments necessary to present fairly the financial position and the results of operations for the interim periods.

The results of consolidated operations for the three and six month periods ended May 31, 2000 are not necessarily indicative of the results to be expected for the full year. Historically, the Company's consolidated sales and net income are lower in the first half of the fiscal year and increase in the second half.

For further information, refer to the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended November 30, 1999.

Accounting and Disclosure Changes

In December 1999, the Securities and Exchange Commission (SEC) released Staff Accounting Bulletin (SAB) No. 101, "Revenue Recognition in Financial Statements." This bulletin, which is effective for fiscal years beginning after December 15, 1999, summarizes certain views of the SEC staff on applying generally accepted accounting principles to revenue recognition in financial statements. The Company is currently assessing the impact of this SAB.

Reclassifications

The Company has reclassified royalty income to be included in operating income. Amounts previously included in other expense have been reclassified to selling, general and administrative expense. All prior period financial information has been reclassified to conform to the current presentation. Total royalty income for the second quarter of 2000 and 1999 was $2.4 million and $1.3 million, respectively. Total royalty income for the six months ended May 31, 2000 and 1999 was $5.0 million and $2.6 million, respectively.

2. EARNINGS PER SHARE

The following table sets forth the reconciliation of shares outstanding:

	Three months ended May 31, 2000	Three months ended May 31, 1999	Six months ended May 31, 2000	Six months ended May 31, 1999
	(in thousands)			
Average shares outstanding - basic	68,675	71,502	69,112	71,922
Effect of dilutive securities:				
Stock options and Employee stock purchase plan	930	417	478	508
Average shares outstanding - assuming dilution	69,605	71,919	69,590	72,430

3. COMPREHENSIVE INCOME

The following table sets forth the components of comprehensive income:

	Three Months Ended May 31, 2000	Three Months Ended May 31, 1999	Six Months Ended May 31, 2000	Six Months Ended May 31, 1999
	(in thousands)			
Net income	$24,202	$ 5,796	$48,619	$23,966
Other comprehensive income:				
Foreign currency translation adjustments	(9,568)	4,344	(11,634)	(12)
Derivative financial instruments	1,288	1,739	3,480	1,408
Comprehensive income	$15,922	$11,879	$40,465	$25,362

4. SPECIAL CHARGES

During the second quarter of 1999, the Company recorded special charges of $22.4 million ($19.5 million after-tax or $0.27 per share) associated with streamlining actions including workforce reductions, building and equipment disposals, write-down of intangible assets and other related expenses. In Europe, the Company announced actions to consolidate certain United Kingdom facilities, improve efficiencies within previously consolidated European operations and realign operations between the United Kingdom and other European locations.

In addition, the Company changed its actuarial method of calculating the market-related value of plan assets used in determining the expected return-on-asset component of annual pension expense. This modification resulted in a one-time special credit of $7.7 million ($4.8 million after-tax or $0.07 per share) recorded in the second quarter of 1999.

During the second quarter of 2000, the Company recorded special charges of $0.5 million ($0.3 million after-tax). These charges, which primarily related to severance and personnel costs anticipated in the streamlining actions discussed above, could not be recognized until certain actions were implemented. The Company utilized $1.6 million of special charge accruals, primarily related to severance and personnel costs, in the second quarter of 2000. As of May 31, 2000, approximately 240 positions were eliminated under the streamlining program.

In total, the Company expects to recognize $2.0 million of special charges and complete the program in 2000.

The major components of the special charges (credits) and the remaining accrual balance as of May 31, 2000 follow:

	Severance and personnel costs	Asset write-downs	Other exit costs	Actuarial method change	Total
	(in millions)				
1999					
Special charges (credits)	$ 7.9	$ 15.8	$ 3.0	$(7.7)	$ 19.0
Amounts utilized	(4.0)	(15.8)	(1.2)	7.7	(13.3)
Balance at November 30, 1999	$ 3.9	$ --	$ 1.8	$ --	$ 5.7
2000					
Special charges (credits)	0.8	(0.3)	0.5	--	1.0
Amounts utilized	(2.8)	0.3	(0.7)	--	(3.2)
Balance at May 31, 2000	$ 1.9	$ --	$ 1.6	$ --	$ 3.5

For further information, please refer to the Company's Annual Report on Form 10-K for the year ended November 30, 1999.

5. BUSINESS SEGMENTS

The Company operates in three business segments: consumer, industrial and packaging. The consumer and industrial segments manufacture, market and distribute spices, herbs, seasonings, flavorings and other specialty food products throughout the world. The consumer segment sells consumer spices, herbs, extracts, proprietary seasoning blends, sauces and marinades to the consumer food market under a variety of brands, including the McCormick and Schilling brands in the U.S., Club House in Canada, and Schwartz in the U.K. The industrial segment sells to food processors, restaurant chains, distributors, warehouse clubs and institutional operations. The packaging segment manufactures and markets plastic packaging products for food, personal care and other industries, predominantly in the U.S. Tubes and bottles are also produced for the Company's food segments.

The Company measures segment performance based on operating income. Intersegment sales are generally accounted for at current market value or cost plus markup. Because of manufacturing integration for certain products within the food segments, inventory cost, including the producing segment's overhead and depreciation, is transferred and recognized in the operating income of the receiving segment. Corporate and eliminations includes general corporate expenses, intercompany eliminations and other charges not directly attributable to the segments.

	Consumer	Industrial	Total Food	Packaging	Corporate & Eliminations	Total
			(in millions)			
Quarter ended May 31, 2000						
Net sales	$201.4	$239.2	$440.6	$45.1	$ --	$485.7
Intersegment sales	--	2.6	2.6	10.0	(12.6)	--
Operating income	22.7	21.2	43.9	6.4	(8.1)	42.2
Operating income excluding special charges	22.5	21.9	44.4	6.4	(8.1)	42.7
Income from unconsolidated operations	2.7	0.5	3.2	--	--	3.2
Six months ended May 31, 2000						
Net sales	$404.4	$456.6	$861.0	$87.1	$ --	$948.1
Intersegment sales	--	5.1	5.1	18.2	(23.3)	--
Operating income	48.5	36.3	84.8	11.6	(16.8)	79.6
Operating income excluding special charges	48.5	37.3	85.8	11.6	(16.8)	80.6
Income from unconsolidated operations	8.4	0.9	9.3	--	--	9.3

	Consumer	Industrial	Total Food	Packaging	Corporate & Eliminations	Total
			(in millions)			
Quarter ended May 31, 1999						
Net sales	$189.3	$235.9	$425.2	$43.0	$ --	$468.2
Intersegment sales	--	1.8	1.8	7.1	(8.9)	--
Operating income	11.8	10.5	22.3	8.0	(8.1)	22.2
Operating income excluding special charges	20.7	19.1	39.8	5.6	(8.5)	36.9
Income from unconsolidated operations	2.1	--	2.1	--	--	2.1
Six months ended May 31, 1999						
Net sales	$380.9	$446.5	$827.4	$82.3	$ --	$909.7
Intersegment sales	--	11.5	11.5	34.3	(45.8)	--
Operating income	34.7	24.1	58.8	11.8	(14.4)	56.2
Operating income excluding special charges	43.7	32.8	76.5	9.4	(15.0)	70.9
Income from unconsolidated operations	3.8	--	3.8	--	--	3.8

6. SUBSEQUENT EVENTS

On June 28, 2000, the Company reached an agreement in principle, subject to execution of a definitive agreement, to purchase the Ducros business from Eridania Beghin-Say, for FFr. 2.75 billion in cash. With annual sales of approximately $250 million, Ducros has two basic businesses - spices and herbs, and dessert aid products. Headquartered in France, the Ducros business has five manufacturing locations in France, Portugal, and Albania. Key brands include Ducros, Vahine, Malile, and Margao with sales primarily in France, Belgium, Spain, Italy, Portugal, and Poland. Subject to customary regulatory approvals, the purchase is expected to be completed this summer and will be financed through the company's operating cash flow, borrowings from existing credit lines, and long-term debt.

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

For the quarter ended May 31, 2000, the Company reported net income of $24.2 million versus $5.8 million for the comparable period last year. Diluted earnings per share was $0.35 for the second quarter of 2000 compared to $0.08 last year. For the six months ended May 31, 2000, net income was $48.6 million versus $24.0 million for the comparable period last year. Diluted earnings per share was $0.70 for the first six months of 2000, compared to $0.33 last year.

During the second quarter of 1999, the Company recorded special charges related to streamlining operations and an actuarial change. During 2000, the Company recognized special charges primarily related to severance and personnel costs anticipated in the streamlining actions which could not be recognized until certain actions were implemented. Excluding these special charges, net income for the quarter and six months ended May 31, 2000 was $24.5 million and $49.3 million and diluted earnings per share was $0.35 and $0.71, respectively, as compared to $20.4 million and $38.6 million and $0.28 and $0.53 per share, respectively, for the same periods last year.

The Company continued to realize improved financial performance throughout its global operations in 2000. In the quarter and six months ended May 31, 2000, sales and operating income in each business segment improved versus the comparable period last year. New distribution, new products, favorable product mix and operating efficiencies continued to favorably impact the Company's results. In addition, the Company's unconsolidated affiliates recorded significant improvement over the comparable period last year.

RESULTS OF OPERATIONS

Net sales for the quarter ended May 31, 2000 increased 3.7% over the comparable quarter of 1999. Unit volume increased 3.9% as compared to last year, while the combined effects of price and product mix had no impact on sales. The effect of foreign currency exchange rate changes, primarily in our United Kingdom and Australian operations, decreased sales by 0.7% compared to last year. The acquisition of a Hispanic food products business in the first quarter of 2000 contributed 0.5% in sales growth over the second quarter of the prior year.

For the six months ended May 31, 2000, the 4.2% increase in net sales versus the prior year was mainly driven by unit volume increases in all business segments. These volume increases were partially offset by a 0.3% decrease due to the effect of foreign currency rate changes.

	Three months ended May 31, 2000	Three months ended May 31, 1999	Six months ended May 31, 2000	Six months ended May 31, 1999
	(in millions)			
Net sales				
Consumer	$201.4	$189.3	$404.4	$380.9
Industrial	239.2	235.9	456.6	446.5
Packaging	45.1	43.0	87.1	82.3
	$485.7	$468.2	$948.1	$909.7

For the quarter, consumer sales increased 6.4%, or 7.5% excluding unfavorable foreign exchange impact, due to volume growth throughout the global business. In the Americas, sales increased 6.7% primarily due to strong volume growth in the U.S. In this market, effective promotional and marketing programs, new products, new distribution and the acquisition of a Hispanic food products business increased sales. Consumer sales in Europe and Asia were up 3.5% and 14.7%, respectively, due to new products, new merchandising and market expansion. Without the unfavorable foreign exchange rate changes, Europe and Asia's sales increased 7.3% and 20.1%, respectively. For the six months ended May 31, 2000, consumer sales increased 6.2% due to volume growth offset slightly by unfavorable foreign currency exchange rate changes.

Industrial sales for the second quarter increased 1.4%, due to volume growth and an improved price and product mix combination. Foreign currency exchange rate changes had a 0.4% unfavorable impact on sales. In the Americas, sales increased 3.1% as distribution gains at warehouse clubs and improved performance in Mexico contributed to volume growth. European sales decreased 9.3% versus the prior period as continued strong competition and unfavorable foreign exchange rates negatively impacted the business. Sales in Asia were up 6.2% versus the prior year primarily due to volume increases in China partially offset by an unfavorable foreign exchange rate impact in Australia. For the first six months of 2000, industrial sales were up 2.3% due to volume growth and an improved combination of price and product mix, while foreign currency exchange rates had no impact on sales.

Packaging sales increased 4.9% and 5.8% for the quarter and six months, respectively, as improved market conditions continued to fuel volume growth.

Gross profit margin increased to 35.1% from 33.7% in the second quarter of last year. Gross profit margins were favorably impacted by global growth in the higher margin consumer segment. Within the industrial segment, increased sales of higher margin products, new products, operating efficiencies and increased sales to foodservice customers improved margins. These factors also impacted the six months ended May 31, 2000, improving the Company's gross profit margin to 35.3% from 33.3% in the comparable period last year.

Selling, general and administrative expenses increased in the second quarter and six months ended May 31, 2000 as compared to last year in both dollar terms and as a percentage of net sales.

These increases were primarily due to expenditures in support of higher sales and income levels, including promotional and advertising spending in support of new products, primarily in the consumer segment, research and development and incentive-based employee compensation. In addition, the six month results were impacted by a $3.8 million reserve in the first quarter of 2000 for the bankruptcy of AmeriServe, an industrial customer.

	Three months ended May 31,		Six months ended May 31,	
	2000	1999	2000	1999
	(in millions)			
Operating income				
Consumer	$ 22.7	$11.8	$48.5	$34.7
Industrial	21.2	10.5	36.3	24.1
Packaging	6.4	8.0	11.6	11.8
Combined segments (1)	$ 50.3	$30.3	$96.4	$70.6
Operating income excluding special charges				
Consumer	$ 22.5	$20.7	$48.5	$43.7
Industrial	21.9	19.1	37.3	32.8
Packaging	6.4	5.6	11.6	9.4
Combined segments (1)	$ 50.8	$45.4	$97.4	$85.9

(1)- Excludes impact of general corporate expenses included as Corporate & Eliminations. See Note 5 in the Notes to Condensed Consolidated Financial Statements.

Operating income margin, excluding special charges, increased to 8.8% from 7.9% for the three months ended May 31, 2000 as compared to last year. Operating income, excluding special charges, increased $5.8 million or 15.6% for the quarter ended May 31, 2000 versus the comparable period last year. Consumer operating income, excluding special charges, improved 8.7% versus the prior period due to increased sales and higher levels of royalty income. Industrial operating income, excluding special charges, increased 14.7% due to product mix, pricing and operating efficiencies. Excluding special charges, packaging operating income grew 14.3% due to higher volumes and operating efficiencies. These factors for all segments also impacted the six months ended May 31, 2000, improving the Company's operating income margin, excluding special charges, to 8.5% from 7.8% in the comparable period last year. For the six months, operating income, excluding special charges, increased $9.7 million or 13.7%.

Interest expense for the second quarter of 2000 increased $0.2 million versus the comparable period last year. This increase is primarily due to higher short-term interest rates for the quarter versus last year, offset partially by lower debt levels than last year. Interest expense for the six months ended May 31, 2000 decreased $0.6 million versus the comparable period last year. Although short-term interest rates for the six months rose versus last year's comparable period, the retirement of higher interest rate long term debt in 1999 and a greater weighting to short-term debt in the six months favorably impacted the Company.

Other expense for the second quarter and first six months of 1999 included $1.2 million and $2.3 million, respectively, of income from the three year non-compete agreement with Calpine Corporation. This agreement, entered into as a part of the 1996 sale of Gilroy Energy Company, Inc., ended in 1999.

Due to the impact of certain nondeductible expenses related to the special charges, the effective tax rate for the quarter and six months ended May 31, 1999 was 73.3% and 49.1%, respectively, versus 35.7% for both the quarter and six months ended May 31, 2000. Excluding special charges, the effective tax rate for the quarter and six months ended May 31, 1999 was 35.9% versus 35.6% in the current year's comparable periods.

Income from unconsolidated operations increased to $3.2 million in the second quarter of 2000 from $2.1 million in the comparable quarter last year. The increase is primarily due to improved sales and income at our Mexican joint venture. Signature Brands and the Company's joint ventures in Japan also improved their results over last year. Income from unconsolidated operations for the first six months of 2000 was also favorably impacted by these joint ventures.

SPECIAL CHARGES

In 1999, the Company announced plans to streamline operations. During the three and six months ended May 31, 2000, the Company recorded special charges of $0.5 million ($0.3 million after-tax) and $1.0 million ($0.7 million after-tax), respectively. These charges, which primarily related to severance and personnel costs anticipated in these streamlining actions, could not be recognized until certain actions were implemented.

For further information, please refer to Note 4 in the Notes to Condensed Consolidated Financial Statements and the Company's Annual Report on Form 10-K for the year ended November 30, 1999.

MARKET RISK SENSITIVITY

Foreign Currency

The fair value of the Company's portfolio of forward and option contracts was $1.2 million and $0.7 million as of May 31, 2000 and 1999, respectively.

Interest Rates

The fair value of the Company's forward starting interest rate swaps was $6.3 million and $1.3 million as of May 31, 2000 and 1999, respectively. The Company intends to hold the interest rate swaps until maturity.

FINANCIAL CONDITION

In the Condensed Consolidated Statement of Cash Flows, cash flows provided by operating activities decreased from $42.1 million to $38.1 million for the six months ended May 31, 1999 and 2000, respectively. This decrease is primarily due to changes in working capital components. Compared to the prior year, cash flows related to inventory were unfavorable due to the significant improvements experienced in the first half of 1999, while prepaid allowances were unfavorable due to the timing of customer contract renewals. In addition, other liabilities were unfavorable due to the payment of incentive-based employee compensation costs.

Investing activities used cash of $27.1 million in the first six months of 2000 versus $21.8 million in the comparable period of 1999. The Company continues to maintain its capital expenditures at depreciation levels. In the first quarter of 2000, the Company acquired a regional line of Hispanic consumer food products in the U.S. These products, which include spices, herbs, chili pods and other authentic Hispanic food products, will expand the Company's existing business in this category. In the second quarter of 2000, the Company acquired a 50% interest in a company which offers a full line of fresh herbs for sale in both consumer and foodservice markets.

Cash flows from financing activities include the purchase of 2.1 million shares of common stock under the Company's previously announced $250 million share repurchase program. Through May 31, 2000, 3.6 million shares, totaling $108.7 million, were purchased under this program. Due to the pending acquisition of Ducros, the Company has suspended the share repurchase program.

The Company's ratio of debt to total capital was 56.7% as of May 31, 2000, up slightly from 56.2% at May 31, 1999 and up from 47.2% at November 30, 1999. The increase since year end was due to the Company's historical trend of lower income in the first half of the fiscal year and the effect of the share repurchase program.

Management believes that internally generated funds and its existing sources of liquidity are sufficient to meet current and anticipated financing requirements over the next 12 months. Management intends to use a portion of this availability in conjunction with long-term debt borrowings to finance the Ducros acquisition.

YEAR 2000

In prior years, the Company discussed the nature and progress of its plans to become Year 2000 (Y2K) ready. As a result of these plans, the Company has not experienced significant Y2K issues subsequent to 1999's fiscal year end. The Company will continue to monitor business-critical information technology applications and critical third parties throughout the year 2000.

FORWARD-LOOKING INFORMATION

Certain statements contained in this report, including those related to special charge project spending and completion, Y2K readiness, the stock repurchase program, the holding period and market risks associated with financial instruments, the impact of foreign exchange fluctuations and the adequacy of internally generated funds and existing sources of liquidity are "forward-looking statements" within the meaning of Section 21E of the Securities and Exchange Act of 1934. Forward-looking statements are based on management's current views and assumptions and involve risks and uncertainties that could significantly affect expected results. Operating results could be materially affected by external factors such as: actions of competitors, customer relationships, actual amounts and timing of special charge items, including severance payments, removal and disposal costs and final negotiation of third-party contracts, third party Y2K readiness, the impact of stock market conditions on the stock repurchase program, fluctuations in the cost and availability of supply-chain resources and global economic conditions, including interest and currency rate fluctuations and inflation rates.

ITEM 3   QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For information regarding the Company's exposure to certain market risks, see Item 7A, Quantitative and Qualitative Disclosures About Market Risk, in the Company's Annual Report on Form 10-K for the year ended November 30, 1999. Except as described in the Management's Discussion and Analysis of Financial Condition and Results of Operations, there have been no significant changes in the Company's financial instrument portfolio or market risk exposures since year end.

PART II - OTHER INFORMATION

Item 4. Submission of matters to a vote of Security Holders

(a) The Company held its Annual Meeting of Stockholders on March 15, 2000.

(b) No response required.

(c) 1. The following individuals were nominees for The Board of Directors. The number of votes for or withheld for each nominee is as follows: James T. Brady - for 8,448,111, withheld 62,184; Francis A. Contino - for 8,358,820, withheld 151,475; Robert G. Davey - for 8,370,315 withheld 139,980; Edward S. Dunn, Jr. - for 8,448,111, withheld 62,184 ; Freeman A. Hrabowski, III - for 8,448,111, withheld 62,184; Robert J. Lawless - for 8,376,421, withheld 133,874; Carroll D. Nordhoff - for 8,447,964, withheld 62,331; Robert W. Schroeder - for 8,448,669, withheld 61,626; William E. Stevens - for 8,448,540, withheld 61,755; Karen D. Weatherholtz - for 8,447,377, withheld 62,918.

2. The ratification of the appointment of Ernst & Young as independent auditors. The number of votes for, against or abstaining is as follows: For 8,368,379; Against 112,690; Abstain 29,226.

(d) No response required.

Item 6. Exhibits and Reports on Form 8-K

(a)	Exhibits	See Exhibit Index at pages 18-20 of this Report on Form 10-Q.
(b)	Reports on Form 8-K.	None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

McCORMICK & COMPANY, INCORPORATED

Date: July 14, 2000	By: /s/ Francis A. Contino
	Francis A. Contino Executive Vice President & Chief Financial Officer
Date: July 14, 2000	By: /s/ Kenneth A. Kelly, Jr.
	Kenneth A. Kelly, Jr. Vice President & Controller

EXHIBIT INDEX

ITEM 601 EXHIBIT NUMBER	REFERENCE OR PAGE
(2) Plan of acquisition, reorganization, arrangement, liquidation or succession	Not applicable.
(3) Articles of Incorporation and By-Laws	
Restatement of Charter of McCormick & Company, Incorporated dated April l6, 1990	Incorporated by reference from Registration Form S-8, Registration No. 33-39582 as filed with the Securities and Exchange Commission on March 25, 1991.
Articles of Amendment to Charter of McCormick & Company, Incorporated dated April 1, 1992	Incorporated by reference from Registration Form S-8 Registration Statement No. 33-59842 as filed with the Securities and Exchange Commission on March 19, 1993.
By-laws of McCormick & Company, Incorporated-Restated and Amended as of June 17, 1996.	Incorporated by reference from Registrant's Form 10-Q for the quarter ended May 31, 1996 as filed with the Securities and Exchange Commission on July 12, 1996.
(4) Instruments defining the rights of security holders, including indentures.	With respect to rights of holders of equity securities, see Exhibit 3 (Restatement of Charter). No instrument of Registrant with respect to long-term debt involves an amount of authorized securities which exceeds 10 percent of the total assets of the Registrant and its subsidiaries on a consolidated basis. Registrant agrees to furnish a copy of any instrument upon request of the Securities and Exchange Commission.

(10) Material contracts.

(i) Registrant's supplemental pension plan for certain senior officers is described in the McCormick Supplemental Executive Retirement Plan, a copy of which was attached as Exhibit 10.1 to the Registrant's Report on Form 10-K for the fiscal year 1992 as filed with the Securities and Exchange Commission on February 17, 1993, which report is incorporated by reference.

(ii) Stock option plans, in which directors, officers and certain other management employees participate, are described in Registrant's S-8 Registration Statements Nos. 33-33725 and 33-23727 as filed with the Securities and Exchange Commission on March 2, 1990 and March 23, 1997, respectively, which statements are incorporated by reference.

(iii) Asset Purchase Agreement among the Registrant, Gilroy Foods, Inc. and ConAgra, Inc. dated August 28, 1996, which agreement is incorporated by reference from Registrant's Report on Form 8-K as filed with the Securities and Exchange Commission on September 13, 1996.

(iv) Asset Purchase Agreement among the Registrant, Gilroy Energy Company, Inc. and Calpine Gilroy Cogen, L.P., dated August 28, 1996, which agreement is incorporated by reference from Registrant's Report on Form 8-K as filed with the Securities and Exchange Commission on September 13, 1996.

(v) Mid-Term Incentive Program provided to a limited number of senior executives, a description of which is incorporated by reference from pages 19 and 20 of the Registrant's definitive Proxy Statement dated February 18, 1998, as filed with the Commission on February 17, 1998, which pages are incorporated by reference.

(vi) Directors' Non-Qualified Stock Option Plan provided to members of the Registrant's Board of Directors who are not also employees of the Registrant, is described in Registrant's S-8 Registration Statement No. 333-74963 as filed with the Securities and Exchange Commission on March 24, 1999, which statement is incorporated by reference.

(vii) Deferred Compensation Plan in which directors, officers and certain other management employees participate, a description of which is incorporated by reference from the Registrant's S-8 Registration Statement No. 333-93231 as filed with the Securities and Exchange Commission on December 12, 1999, which statement is incorporated by reference.

(11) Statement re computation of per-share earnings.	Not applicable.
(15) Letter re unaudited interim financial information.	Not applicable.

(18)	Letter re change in accounting principles.	Not applicable.
(19)	Report furnished to security holders.	Not applicable.
(22)	Published report regarding matters submitted to vote of securities holders.	Not applicable.
(23)	Consent of experts.	Not applicable.
(24)	Power of attorney.	Not applicable.
(27)	Financial data schedule.	Submitted in electronic format only.
(99)	Additional exhibits.	Not applicable.

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