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, 1999 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, 1999
Common Stock	9,230,531
Common Stock Non-Voting	62,073,462

McCORMICK & COMPANY, INCORPORATED

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Part I. FINANCIAL INFORMATION

Item 1. Financial Statements:

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,		Six Months Ended May 31,	
	1999	1998	1999	1998
Net sales	$468,178	$435,453	$909,721	$850,655
Cost of goods sold	310,443	294,165	606,647	576,195
Gross profit	157,735	141,288	303,074	274,460
Selling, general and administrative expense	122,084	110,238	234,762	213,313
Special charges	14,665	611	14,665	679
Operating income	20,986	30,439	53,647	60,468
Interest expense	8,154	9,308	16,288	17,697
Other (income) expense, net	(1,181)	(1,226)	(2,276)	(2,741)
Income before income taxes	14,013	22,357	39,635	45,512
Income Taxes	10,274	8,048	19,472	16,384
Net income from consolidated operations	3,739	14,309	20,163	29,128
Income from unconsolidated operations	2,057	1,782	3,803	3,172
Net income	$ 5,796	$ 16,091	$ 23,966	$ 32,300
Earnings per common share - basic and diluted	$0.08	$0.22	$0.33	$0.44
Cash dividends declared per common share	$0.17	$0.16	$0.34	$0.32

See notes to condensed consolidated financial statements.

McCORMICK & COMPANY, INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEET
(In Thousands)

	May 31, 1999 (Unaudited)	May 31, 1998 (Unaudited)	Nov. 30, 1998
ASSETS			
Current Assets			
Cash and cash equivalents	$ 13,510	$ 12,689	$ 17,711
Accounts receivable, net	182,866	173,906	212,804
Inventories			
Raw materials and supplies	114,690	121,525	112,254
Finished products and work-in process	147,511	153,525	138,639
	262,201	275,050	250,893
Other current assets	22,687	25,119	22,325
Total current assets	481,264	486,764	503,733
Property, plant and equipment	718,165	710,272	723,323
Less: Accumulated depreciation	(351,572)	(330,249)	(346,291)
Total property, plant and equipment, net	366,593	380,023	377,032
Intangible assets, net	147,305	151,157	160,901
Prepaid allowances	150,255	158,083	143,722
Other assets	77,149	76,038	73,665
Total assets	$1,222,566	$1,252,065	$1,259,053
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Short-term borrowings	$191,545	$217,260	$139,140
Current portion of long-term debt	15,133	14,390	24,539
Trade accounts payable	146,166	121,918	145,829
Other accrued liabilities	174,600	178,047	208,426
Total current liabilities	527,444	531,615	517,934
Long-term debt	243,401	258,971	250,363
Other long-term liabilities	100,675	88,942	102,585
Total liabilities	871,520	879,528	870,882
Shareholders' Equity			
Common stock	51,648	48,474	48,991
Common stock non-voting	121,820	121,159	120,019
Retained earnings	219,367	241,577	262,346
Accumulated other comprehensive income	(41,789)	(38,673)	(43,185)
Total shareholders' equity	351,046	372,537	388,171
Total liabilities and shareholders' equity	$1,222,566	$1,252,065	$1,259,053

See notes to condensed consolidated financial statements.

McCORMICK & COMPANY, INCORPORATED
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)
(In Thousands)

	Six Months Ended May 31, 1999	Six Months Ended May 31, 1998
Cash flows from operating activities		
Net income	$ 23,966	$ 32,300
Adjustments to reconcile net income to net cash provided by (used in) operating activities		
Depreciation and amortization	28,529	26,054
Special charges	14,665	679
Income from unconsolidated operations	(3,803)	(3,172)
Other	1,759	212
Changes in operating assets and liabilities		
Receivables	28,794	40,240
Inventories	(12,233)	(25,995)
Prepaid allowances	(6,323)	(27,645)
Trade accounts payable	876	(26,709)
Other assets and liabilities	(34,152)	(40,762)

Net cash provided by (used in) operating activities	42,078	(24,798)
Cash flows from investing activities		
Capital expenditures	(22,105)	(27,302)
Proceeds from sale of assets	87	493
Other	206	(749)
Net cash used in investing activities	(21,812)	(27,558)
Cash flows from financing activities		
Short-term borrowings, net	52,549	105,751
Long-term debt borrowings	-	48
Long-term debt repayments	(14,472)	(9,291)
Common stock issued	8,281	13,528
Common stock acquired by purchase	(46,327)	(34,806)
Dividends paid	(24,481)	(23,570)
Net cash (used in) provided by financing activities	(24,450)	51,660
Effect of exchange rate changes on cash and cash equivalents	(17)	(115)
Decrease in cash and cash equivalents	(4,201)	(811)
Cash and cash equivalents at beginning of period	17,711	13,500
Cash and cash equivalents at end of period	$ 13,510	$ 12,689

See notes to condensed consolidated financial statements.

McCORMICK & COMPANY, INCORPORATED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In Thousands Except As Otherwise Noted)
(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, 1999 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, 1998.

Accounting and Disclosure Changes

In June 1997, the Financial Accounting Standards Board (FASB) issued SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information", which establishes annual and interim reporting standards for an enterprise's operating segments and related disclosures about its products, services, geographic areas and major customers. The Company will adopt this statement in 1999. Adoption of this standard will not impact the Company's results of operations and financial position and will be limited to the presentation of its disclosures.

In the first quarter of 1999, the Company adopted SFAS No. 130, "Reporting Comprehensive Income". The adoption of this statement had no impact on the Company's net income or shareholders' equity. SFAS No. 130 establishes standards for reporting comprehensive income in financial statements. Comprehensive income includes all changes in equity during a period except those resulting from investments by or distributions to shareholders. The Company's comprehensive income for all periods presented consisted primarily of net income and foreign currency translation adjustments. Amounts in prior year financial statements have been reclassified to conform to the requirements of SFAS No. 130.

In the first quarter of 1999, the Company adopted SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities". This statement requires the Company to recognize all derivatives on

the balance sheet at fair value. Derivatives that do not qualify as hedges under the new standard are adjusted to fair value through income. If a derivative qualifies as a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in value is immediately recognized in earnings. Adoption of SFAS No. 133 did not have a material impact on the Company's results of operations and financial position.

2. SPECIAL CHARGES

During the quarter ended May 31, 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 will consolidate certain United Kingdom facilities, improve efficiencies within previously consolidated European operations and realign operations between the United Kingdom and other European locations.

Specifically, the Company will close a facility located in Oswaldtwistle, one of three liquid manufacturing operations in the United Kingdom. During the third quarter, Oswaldtwistle production will be consolidated into the remaining facilities, resulting in asset disposals and write-downs and position eliminations. Capitalizing on improved systems and processes at the recently consolidated European operations, the Company has identified additional opportunities to streamline manufacturing and administrative functions. In addition, the realignment of operations between the United Kingdom and other European locations will result in an overall reduction of positions and the write-down of assets, primarily goodwill from prior acquisitions in Finland and Switzerland. Finally, system and process improvements throughout the Company's global operations resulted in asset write-downs and position eliminations.

The Company expects these actions will be completed by the second quarter of 2000 and will require net cash outflows of $7.9 million. Beginning in 2000, these actions are expected to generate $6 million in after-tax savings. A portion of these annual savings will be reinvested in programs to generate growth opportunities.

In its entirety, expenses associated with the streamlining actions are expected to total $29.3 million. This includes amounts recognized in the second quarter of 1999 and future expenses which could not be accrued, but will be expensed as the actions are implemented. Although all expenses in the second quarter are classified as special charges on the Consolidated Statement of Income, it is expected that $2.8 million of future expenses will be classified as cost of goods sold or selling, general and administrative expense.

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). Under the previous method, all realized and unrealized gains and losses were gradually included in the calculated market-related value of plan assets over a five-year period. Under the new method, the total expected investment return, which anticipates realized and unrealized gains and losses on plan assets, is included in the calculated market-related value of plan assets each year. Only the difference between total actual investment return, including realized and unrealized gains and losses, and the expected investment return is gradually included in the calculated market-related value of plan assets over a five-year period.

Under the new actuarial method, the calculated market-related value of plan assets more closely approximates fair value, while still mitigating the effects of annual market value fluctuations. It also reduces the growing difference between the fair value and calculated market-related value of plan assets that has resulted from the recent accumulation of unrecognized gains and losses. While this change better represents the amount of ongoing pension expense, the new method will not have a material impact on the Company's results of operations and financial condition.

The major components of the special charges and the remaining accrual balance as of May 31, 1999 were as follows:

	Special Charges	Amounts Utilized	Accrued Special Charges
		(In Thousands)	
Severance and personnel costs	$ 5,991	$ -	$5,991
Write-down of assets	14,541	14,541	-
Other exit costs	1,875	-	1,875
Actuarial method change	(7,742)	(7,742)	-
	$14,665	$ 6,799	$7,866

Severance and personnel costs do not represent all of the amounts to be recorded in connection with the elimination of positions, as additional costs will be recognized in the future as eligibility requirements are met. In total, the streamlining actions will result in the elimination of approximately 300 positions, primarily outside the U.S. Write-down of assets consists primarily of fixed asset or other long-term asset impairments recorded as a direct result of the Company's decision to exit facilities, businesses or operating activities. These actions resulted in write-down of $5.1 million of property, plant and equipment and $9.4 million in intangible assets. The fair value of the intangible assets was based on a discounted value of estimated future cash flows. Other exit costs consist primarily of employee and equipment relocation costs, lease exit costs and consulting fees, some of which will be recognized as incurred.

3. EARNINGS PER SHARE

The following table sets forth the reconciliation of shares outstanding in accordance with the provisions of SFAS No. 128, "Earnings Per Share."

	Three Months Ended May 31,		Six Months Ended May 31,	
	1999	1998	1999	1998
	(In Thousands)			
Average shares outstanding - basic	71,502	73,457	71,922	73,615
Effect of dilutive securities:				
Stock options and Employee stock purchase plan	417	702	508	616
Average shares outstanding - diluted	71,919	74,159	72,430	74,231

4. COMPREHENSIVE INCOME

The following table sets forth the components of comprehensive income in accordance with the provisions of SFAS No. 130.

	Three Months Ended May 31,		Six Months Ended May 31,	
	1999	1998	1999	1998
	(In Thousands)			
Net income	$ 5,796	$16,091	$23,966	$32,300
Other comprehensive income:				
Foreign currency translation adjustments	4,344	(3,818)	(12)	(8,024)

Other	1,739	-	1,408	-
Comprehensive income	$11,879	$12,273	$25,362	$24,276

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(In Thousands Except As Otherwise Noted)

OVERVIEW

For the quarter ended May 31, 1999, the Company reported net income of $5.8 million versus $16.1 million for the comparable period last year. Basic and diluted earnings per share were $0.08 for the second quarter of 1999 compared to $0.22 last year. For the six months ended May 31, 1999, net income was $24.0 million versus $32.3 million for the comparable period last year. Basic and diluted earnings per share were $0.33 for the first six months of 1999, compared to $0.44 last year.

During the second quarter, the Company recorded special charges related to streamlining operations and an actuarial change. Excluding these special charges, net income for the quarter and six months ended May 31, 1999 would have been $20.4 million and $38.6 million, respectively, while basic and diluted earnings per share would have been $0.28 and $0.53, respectively.

The increase in second quarter net income, before the impact of special charges, was due to sales and income increases in the Company's worldwide food businesses. Net sales for these businesses grew 8% versus the comparable period last year, while operating income, before special charges, increased more than 15%. Volume growth continued to favorably impact the Company's U.S. Consumer food business and Industrial and Food Service businesses.

SPECIAL CHARGES

On June 7, 1999, the Company announced several actions to streamline operations. These actions, primarily focused on our European operations, are consistent with the Company's strategies to improve gross margins, simplify operations, improve underperforming units and achieve growth through new products, new distribution and acquisitions. In addition, the Company announced a change in the actuarial method used to estimate pension expense.

During the quarter ended May 31, 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 will consolidate certain United Kingdom facilities, improve efficiencies within previously consolidated European operations and realign operations between the United Kingdom and other European locations.

Specifically, the Company will close a facility located in Oswaldtwistle, one of three liquid manufacturing operations in the United Kingdom. During the third quarter, Oswaldtwistle production will be consolidated into the remaining facilities, resulting in asset disposals and write-downs and position eliminations. Capitalizing on improved systems and processes at the recently consolidated European operations, the Company has identified additional opportunities to streamline manufacturing and administrative functions. In addition, the realignment of operations between the United Kingdom and other European locations will result in an overall reduction of positions and the write-down of assets, primarily goodwill from prior acquisitions in Finland and Switzerland. Finally, system and process improvements throughout the Company's global operations resulted in asset write-downs and position eliminations.

The Company expects these actions will be completed by the second quarter of 2000 and will require net cash outflows of $7.9 million. Beginning in 2000, these actions are expected to generate $6 million in after-tax savings. A portion of these annual savings will be reinvested in programs to generate growth opportunities.

In its entirety, expenses associated with the streamlining actions are expected to total $29.3 million. This includes amounts recognized in the second quarter of 1999 and future expenses which could not be accrued, but will be expensed as the future actions are implemented. Although all expenses in the second quarter are classified as special charges on the Consolidated Statement of Income, it is expected that $2.8 million of future expenses will be classified as cost of goods sold or selling, general and administrative expense.

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). While this change better represents the amount of ongoing pension expense, the new method will not have a material impact on the Company's results of operations and financial condition.

Refer to Note 2 in the Notes to Condensed Consolidated Financial Statements for further information.

RESULTS OF OPERATIONS

Net sales for the quarter ended May 31, 1999 increased 7.5% over the corresponding quarter of 1998. The effect of foreign currency exchange rate changes, primarily in our United Kingdom and Canadian operations, decreased sales by slightly over 1% compared to last year. Unit volume increased 10.2% as compared to last year, while the combined effects of price and product mix decreased sales by 1.6%. The worldwide consumer food business experienced 8% sales growth versus last year, primarily due to volume growth in each of the Company's major consumer food markets. The U.S. Consumer business experienced continued growth in the branded dry seasoning mix (DSM) and spice and herb businesses, primarily due to promotional and marketing programs and distribution gains. The Company's industrial and food service businesses were also favorably impacted by volume growth primarily related to new distribution. Packaging sales were up versus the prior year with volume increases offset by a combination of price and product mix changes.

For the six months ended May 31, 1999, the 6.9% increase in net sales versus the prior year was mainly driven by volume increases in all operating groups. These volume increases, primarily from new distribution and the promotional and marketing programs, were partially offset by a 1% decrease due to the effect of foreign currency exchange rate changes.

Operating income as a percentage of net sales, before special charges, increased to 7.6% from 7.1% for the quarter and increased to 7.5% from 7.2% for the six months ended May 31, 1999 as compared to last year.

Gross profit as a percentage of net sales increased to 33.7% from 32.4% in the second quarter of last year. The U.S. Consumer business experienced volume growth in the higher margin branded DSM and spice and herb businesses. U.S. Industrial and Food Service margins were favorably impacted by increased sales of higher margin flavor products, partially offset by raw material pricing pressures and customer mix. Increased volumes in our Asian markets contributed to improved margins during the second quarter. Although Packaging continued to experience competitive pricing pressures, increased volumes and improved operating efficiencies increased margins. These factors also impacted the six months ended May 31, 1999, improving the Company's gross profit as a percentage of net sales to 33.3% from 32.3% in the comparable period last year.

Selling, general and administrative expenses increased in the second quarter and six months ended May 31, 1999 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 levels, including promotional spending, research and development and incentive-based employee compensation.

Interest expense decreased $1.2 million and $1.4 million for the second quarter and six months ended May 31, 1999, respectively, due to lower debt levels and interest rates.

Other income for the second quarter of 1999 and 1998 included $1.2 million and $1.8 million, respectively, of income from the three year non-compete agreement with Calpine Corporation, entered into as a part of the 1996 sale of Gilroy Energy Company, Inc. For the first six months of 1999 and 1998, $2.3 million and $3.5 million, respectively, has been realized.

Due to the impact of certain nondeductible expenses related to the special charges recorded in the second quarter of 1999, the effective tax rate for the quarter and six months ended May 31, 1999 was 73.3% and 49.1%, respectively, versus 36.0% in the comparable periods last year. Excluding the impact of these special charges, the effective tax rate for the quarter and six months ended May 31, 1999 was 35.9%.

Income from unconsolidated operations increased to $2.1 million in the second quarter of 1999 from $1.8 million in the comparable quarter last year. The increase is due to the improved performance

at our Japanese consumer joint venture, partially offset by decreased translation gains at our Mexican joint venture. In 1998, translation gains and losses from the devaluation of the Mexican peso were recognized in accordance with hyper-inflationary accounting rules. As of January 1, 1999, Mexico was no longer considered a hyper-inflationary economy. For the first six months of 1999, income from unconsolidated operations increased due to improved performance in our Asian joint ventures, primarily in Japan.

MARKET RISK SENSITIVITY

Foreign Currency

In the first quarter of 1999, a Mexican peso option contract with a notional value of $9.0 million matured. Also in the first quarter of 1999, the Company entered into a foreign currency forward contract to sell Mexican pesos. This contract, which expires in 1999, had a notional value of $2.3 million as of May 31, 1999.

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

Interest Rates

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

FINANCIAL CONDITION

In the Condensed Consolidated Statement of Cash Flows, cash flows from operating activities increased from a cash outflow of $24.8 million at May 31, 1998 to a cash inflow of $42.1 million at May 31, 1999.

This increase is primarily due to changes in working capital components. Inventory levels were favorably impacted by increased net sales and additional focus on supply chain management. Higher net sales also resulted in increased receivables versus the comparable period of 1998. Cash outflows related to prepaid allowances were favorably impacted by a higher level of customer renewals and distribution gains experienced in the first six months of 1998. Accounts payable was favorably impacted by the increased focus on working capital management.

Investing activities used cash of $21.8 million in the first six months of 1999 versus $27.6 million in the comparable period of 1998. Capital expenditures decreased versus the prior year because 1998 contained expenditures to implement projects to support new distribution in several businesses and the consolidation of Packaging facilities. The Company continued its efforts to limit capital expenditures to depreciation levels.

Cash flows from financing activities include the purchase of 1.1 million shares of common stock, completing the Company's previously announced 10 million share buyback program. On March 18, 1999, the Company announced a new repurchase program to buy back up to $250 million of the Company's outstanding stock from time to time in the open market. During the first six months of 1999, 0.4 million shares were repurchased under this program.

The Company's ratio of debt to total capital was 56.2% as of May 31, 1999, down slightly from 56.8% at May 31, 1998 and up from 51.6% at November 30, 1998. 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 stock buyback program, partially offset by better working capital management.

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.

YEAR 2000

The Year 2000 (Y2K) issue is the result of computer programs written using two digits (rather than four) to define the applicable year. Without corrective actions, programs with date-sensitive logic may recognize "00" as 1900 rather than 2000. This could result in miscalculations or system failures, significantly impacting our business operations.

The Company's work on the Y2K compliance program officially began in 1996. A Corporate project team, working with outside consultants, developed a process to identify and correct Y2K issues on all information technology (IT) platforms and non-IT systems. In addition, all operating units have undertaken Y2K initiatives with direction from the Corporate project team. As a result of this process, the Company has inventoried and assessed all systems and developed remediation programs where necessary for all business-critical information technology applications. The Company is on target with its remediation and testing work. A similar program is also in place for non-IT systems. Final completion and implementation will extend into the third quarter of 1999.

The risk of internal business-critical computer systems failure is mitigated by extensive testing, verification and validation efforts. These efforts, which include program and systems testing, simulate operations in the year 2000. Review of the remediation process and program code by independent third parties has been completed. Contingency plans, including system continuity plans, are being developed to mitigate this risk.

Because noncompliant external systems could cause disruptions to various business activities and significant additional costs, the Company has identified and contacted critical suppliers, customers and other third parties to determine their stage of Y2K readiness. For certain third parties with key system connections, interface testing is being performed. Although the Company believes it is taking the appropriate steps to assess Y2K readiness, there is no

guarantee that the Company's efforts will prevent a material adverse impact on the results of operations and financial condition. The Company believes its Y2K program, including the contingency plans and readiness program discussed below, should significantly reduce this risk.

The Company is developing contingency plans to mitigate potential disruptions to the Company's operations. These include action plans to address system failures by third parties, including identifying and securing alternate sources of materials and developing backup systems to ensure internal communications are not impacted by external disruptions affecting voice and data transmission. Plans are also being developed to address individual location failures since the most likely impact will occur within individual systems or at specific locations. The Company expects to complete its contingency plans in late 1999.

A Company-wide Y2K readiness program was developed to ensure that all employees are aware of the risks associated with the Y2K changes. These include risks associated with third-party transactions or the Company's internal processes. The Y2K readiness program has been launched throughout the Company.

Since the compliance program began, the Company has incurred approximately $11.0 million in expenses, including consulting fees, internal staff costs and other expenses. The Company expects to incur additional expenses of approximately $2.0 million through 2000. The Company has also procured replacement systems that, in addition to being Y2K compliant, provide enhanced capability to benefit future operations. Management believes that internally generated funds and existing sources of liquidity are sufficient to meet the expected funding requirements.

FORWARD-LOOKING INFORMATION

Certain statements contained in this report, including those related to position eliminations, cash requirements and savings related to the special charges, expected Y2K readiness and cost, the impact of accounting and disclosure changes, capital spending, the stock buyback 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 buyback 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 Annual Report on Form 10-K for the year ended November 30, l998. Except as described in the Management's Discussion and Analysis of Financial conditions 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 17, 1999.

(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 8,565,342, withheld 187,149; Francis A. Contino - for 8,511,250, withheld 241,241; Robert G. Davey - for 8,514,083, withheld 238,408; Edward S. Dunn, Jr. - for 8,566,804, withheld 185,687; Freeman A. Hrabowski, III - for 8,567,963, withheld 184,528; Robert J. Lawless - for 8,564,029, withheld 188,462; Carroll D. Nordhoff - for 8,563,827, withheld 188,664; Robert W. Schroeder - for 8,569,144, withheld 183,347; William E. Stevens - for 8,567,963, withheld 184,528; Karen D. Weatherholtz - for 8,562,436, withheld 190,055.

2. Approval of the 1999 Directors' Non-Qualified Stock Option Plan. The number of votes for, against or abstaining is as follows: For 8,359,897; Against 267,566; Abstain 125,028.

3. Approval of the 1999 Employees Stock Purchase Plan. The number of votes for, against or abstaining is as follows: For 8,616,263; Against 97,057; Abstain 39,171.

4. The ratification of the appointment of Ernst & Young as independent auditors. The number of votes for, against or abstaining is as follows: For 8,643,141; Against 84,548; Abstain 24,802.

(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 13, 1999 By: /s/Francis A. Contino
Francis A. Contino
Executive Vice President & Chief Financial Officer

Date: July 13, 1999 By: /s/J. Allan Anderson
J. Allan Anderson
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 Securities and Exchange Commission on February 17, 1998, which pages are incorporated by reference.

(vi) Amendment to the Letter Agreement between Registrant and Charles P. McCormick, Jr. effective December 1, 1998, which letter is attached as Exhibit 10.1 to the Registrant's Report on Form 10-K for the fiscal year 1998, as filed with the Securities and Exchange Commission on February 24, 1999, which report is incorporated by reference.

(vii) 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.

(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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NOV-30-1999
MAY-31-1999
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187,052
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262,201
481,264
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