

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
Sparks, Maryland
(Address of Principal Executive Offices)

21152
(Zip Code)

1997 EMPLOYEES STOCK PURCHASE PLAN

NON-QUALIFIED STOCK OPTIONS

1997 STOCK OPTION PLAN

1994 MCCORMICK (U.K.) SHARE OPTION SCHEME
(Full title of plans)

Robert W. Skelton
Vice President and General Counsel
McCormick & Company, Incorporated
18 Loveton Circle
Sparks, Maryland 21152
410-771-7563

(Name, address and telephone number 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	Offering Price Registered*	Proposed Maximum Aggregat Per Share *	Proposed Maximum Registration Offering Price	Amount of Fee
Common Stock (no par value)	4,076,500 shs.				
Common Stock Non-Voting (no par value)	2,220,500 shs.	\$23.375	\$147,192,370	\$44,603.75	

*Represents the aggregate number of shares available at March 19, 1997 for issuance under the Plan 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 prices of the common stock of the Registrant on March 17, 1997 (\$23.375 per share). In addition, pursuant to Rule 416 (c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the 1997 Employees Stock Purchase Plan 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, 1996, and all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since November 30, 1996;

(ii) The Company's Proxy Statement dated February 19, 1997;

(iii) 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 Exchange Act of 1934, as amended by Form 8 filed on August 16, 1988 with the Commission, which describes the Company's Securities; and

(iv) All documents filed by the Company or the 1997 Employees Stock Purchase Plan or 1997 Stock Option Plan pursuant to Sections 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 contained in a document incorporated or deemed to be incorporated by reference 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.

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 31, 1996, the record date for the 1997 Annual Meeting of Stockholders, Mr. Skelton owned 32,308 shares of the Company's Common Stock and 17,510 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 31, 1996 pursuant to the exercise of stock options, and shares beneficially owned by virtue of his participation in the McCormick Profit Sharing Plan and PAYSOP. Ernst & Young, 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 Corporation may be entitled to indemnification in respect of 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 proceeding, 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 of 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 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:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) 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;

Provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference 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 from 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 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 question 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 21st day of March, 1995.

MCCORMICK & COMPANY, INCORPORATED

By: /s/ ROBERT J. LAWLESS
Robert J. Lawless
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
Robert J. Lawless

President &
Chief Executive Officer

March 21, 1997

Principal Financial Officer:

/s/ROBERT G. DAVEY
Robert G. Davey

Executive Vice President &
Chief Financial Officer

March 21, 1997

Principal Accounting Officer:

/s/J. ALLAN ANDERSON
J. Allan Anderson

Vice President &
Controller

March 21, 1997

A majority of the Board of Directors:

JAMES J. ALBRECHT, JAMES S. COOK, ROBERT G. DAVEY, FREEMAN A. HRABOWKSI, III, ROBERT J. LAWLESS, CHARLES P. MCCORMICK, JR., GEORGE V. MCGOWAN, CARROLL D. NORDHOFF, ROBERT W. SCHROEDER, RICHARD W. SINGLE, SR., WILLIAM E. STEVENS, AND KAREN D. WEATHERHOLTZ.

By: /s/RICHARD W. SINGLE, SR. Attorney-in-fact
Richard W. Single, Sr.

March 21, 1997

The 1997 Employees Stock Purchase Plan. Pursuant to the requirements of the Securities Act of 1933, the 1997 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 21st day of March, 1997.

1997 EMPLOYEES STOCK PURCHASE PLAN

By: Compensation Committee of the Board of Directors

By: /s/Richard W. Single, Sr.
Richard W. Single, Sr.
Attorney-in-Fact

The 1997 Stock Option Plan. Pursuant to the requirements of the Securities Act of 1933, the 1997 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 21st day of March, 1997.

1997 STOCK OPTION PLAN

By: Board of Directors

By: /s/Richard W. Single, Sr.
Richard W. Single, Sr.
Attorney-in-Fact

The 1994 McCormick (U.K.) Share Option Plan. Pursuant to the requirements of the Securities Act of 1933, the 1994 McCormick (U.K.) Share Option Scheme 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 21st day of March 1997.

1994 MCCORMICK (U.K.) SHARE OPTION SCHEME

By: Board of Directors

By: /s/Richard W. Single, Sr.
Richard W. Single, Sr.
Attorney-in-Fact

CONSENT OF COUNSEL

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

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement dated March 21, 1997 (Form S-8) of McCormick & Company, Incorporated and subsidiaries pertaining to the 1997 Employee Stock Purchase Plan of our report dated January 16, 1997, with respect to the consolidated financial statements of McCormick & Company, Incorporated and subsidiaries, incorporated by reference in its Annual Report (Form 10-K) for the year ended November 30, 1996, and the related financial statement schedules included therein, filed with the Securities and Exchange Commission.

Baltimore, Maryland
March 21, 1997

ERNST & YOUNG LLP

Exhibit Index

Exhibit	References
(4) Instruments defining the rights of security holders, including indenture	With respect to the rights of holders of equity securities: Restatement of Charter of McCormick & Company, Incorporated dated April 16, 1990, (See Exhibit #4, Registration Statement on Form S-8, Registration No. 33-39582 filed March 25, 1991), as amended by the Articles of Amendment dated April 1, 1992 (See Exhibit #4, Registration Statement on Form S-8, Registration No. 33-59842 filed March 19, 1993). 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 such instrument upon request of the Commission.
(5) Opinion re legality	Opinion of Robert W. Skelton, 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.

March 21, 1997

McCormick & Company, Incorporated
18 Loveton Circle
Sparks, Maryland 21152

I am Vice President and General Counsel for McCormick & Company, Incorporated (the "Company"). I have reviewed and am familiar with the 1997 Employees Stock Purchase Plan, the 1997 Stock Option Plan, the 1994 McCormick (U.K.) Share Option Scheme (the "Plans"), the non-qualified stock options proposed to be granted by the Company on March 19, 1997 and described in the Form S-8 Registration Statement and Prospectus ("Non-Qualified Stock Options"), the Stock Option Forms evidencing the option grants to Charles P. McCormick, Jr. and John G. McCormick (the "Stock Option Forms") the Charter and By-Laws of the Company, the corporate proceedings relating to the adoption of the Plans and the granting of options thereunder, and the Registration Statement on Form S-8 being filed with the Securities and Exchange Commission under the Securities Act of 1933 in the matter of the offering of shares of Common Stock and Common Stock Non-Voting under the Plans and offered pursuant to the Non-Qualified Stock Options.

I have assumed for purpose of this opinion that all of the shares issued or to be issued pursuant to the Plans, the Non-Qualified Stock Options or the Stock Option Forms have been or will be newly issued shares. In my opinion, the shares offered and sold pursuant to the Plans, the Non-Qualified Stock Options, and the Stock Option Forms upon issuance and delivery by the Company upon exercise of options granted pursuant to the Plans, the Non-Qualified Stock Options and the Stock Option Forms and receipt by the Company of the subscription prices as therein provided, will be legally and validly authorized and issued and will be fully paid and non-assessable in the hands of the holders thereof.

I hereby consent to the filing of this opinion as an exhibit to the above-mentioned Registration Statement.

Very truly yours,

/s/Robert W. Skelton
Robert W. Skelton

Exhibit 24

McCORMICK & COMPANY, INCORPORATED

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officers and directors of McCORMICK & COMPANY, INCORPORATED, a Maryland corporation, hereby constitute and appoint CHARLES P. McCORMICK, JR., ROBERT J. LAWLESS and RICHARD W. SINGLE, SR., and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and in any one or more of them, to sign for the undersigned, and in their respective names as officers and directors of the Company, a registration statement of the Company on Form S-8 to be filed with the Securities and Exchange Commission, Washington, D.C., under the Securities Act of 1933, as amended, and to any amendment or amendments to such registration statement, in the matter of shares offered under the 1997 Employees Stock Purchase Plan, 1997 Stock Option Plan, the 1994 McCormick (U.K.) Share Option Scheme and non-qualified options offered by the Company, hereby ratifying and confirming all acts taken by such agents and attorneys-in-fact, or any one or more of them, as herein authorized.

Dated:

March 21, 1997

/s/ Robert J. Lawless
Robert J. Lawless

President, Chief Executive Officer &
Chief Operating Officer
(Principal Executive Officer &

Director)

March 21, 1997

/s/ Robert G. Davey
Robert G. Davey
Executive Vice President & Chief
Financial Officer

March 21, 1997	/s/ J. Allan Anderson J. Allan Anderson Vice President & Controller (Principal Accounting Officer)
March 21, 1997	/s/ James J. Albrecht James J. Albrecht, Director
March 21, 1997	/s/ James S. Cook, Director James S. Cook, Director
March 21, 1997	/s/ Freeman A. Hrabowski, III, Director Freeman A. Hrabowski, III, Director
March 21, 1997	/s/ Charles P. McCormick, Jr. Charles P. McCormick, Jr. Chairman of the Board, Director
March 21, 1997	/s/ George V. McGowan George V. McGowan, Director
March 21, 1997	/s/ Carroll D. Nordhoff Carroll D. Nordhoff, Director
March 21, 1997	/s/ Robert W. Schroeder Robert. W. Schroeder, Director
March 21, 1997	/s/ Richard W. Single, Sr. Richard W. Single, Sr., Director
March 21, 1997	/s/ William E. Stevens William E. Stevens, Director
March 21, 1997	/s/ Karen D. Weatherholtz Karen D. Weatherholtz, Director