

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

FORM 10-K/A

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

For the fiscal year  
ended November 30, 1998 Commission file number 0-748

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

Maryland 52-0408290  
(State of incorporation) (I.R.S. Employer  
Identification No.)

18 Loveton Circle  
Sparks, Maryland 21152  
(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act: N/A

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, No Par Value Common Stock Non-Voting, No Par Value  
(Title of Class) (Title of Class)

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 such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K [  ]

The aggregate market value of the voting stock held by non-affiliates of the registrant . . . . . \$ 190,014,220

The aggregate market value of the non-voting stock held by non-affiliates of the registrant . . . . . \$1,848,713,670

The aggregate market value indicated above was calculated as follows:

The number of shares of voting stock and non-voting stock held by non-affiliates of the registrant as of January 29, 1999 was 6,441,160 and 62,668,260 respectively. This number excludes shares held by the McCormick Profit Sharing Plan and its Trustees, the McCormick Pension Plan and its Trustees, and the directors and officers of the registrant, who may or may not be affiliates. This number was then multiplied by the closing price of the stock as of January 29, 1999, \$29.50.

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

Class	Number of Shares Outstanding	Date
Common Stock	9,486,643	1/29/99
Common Stock Non-Voting	62,931,803	1/29/99

DOCUMENTS INCORPORATED BY REFERENCE

Document Part of 10-K into which incorporated  
Registrant's 1998 Annual Report to Stockholders..... Part I, Part II, Part IV

Registrant's Proxy Statement dated	
2/17/99 .....	Part III, Part IV
Registrant's Proxy Statement dated	
2/18/98 .....	Part IV

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the  
Securities Exchange Act of 1934 (Fee Required)

Commission File Number 0-748

For the fiscal year ended November 30, 1998

THE MCCORMICK PROFIT SHARING PLAN  
(Full title of the Plan)

MCCORMICK & COMPANY, INCORPORATED  
(Name of issuer of the securities held pursuant to the Plan)

18 Loveton Circle  
Sparks, Maryland 21152  
(address of principal executive office)

Items 1 through 3: Not required; see Item 4, below.

Item 4. Financial Statements and Exhibits.

- a) i) Report of Independent Auditors..... 1
- ii) Statements of Financial Condition..... 2
- iii) Statements of Changes in Plan Equity..... 3
- iv) Notes to Financial Statements..... 4
  
- b) Exhibits: Independent Auditors' Consent Letter as to  
Incorporation of their Report on the Plan's  
Financial Statements.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934,  
the trustees (or other persons who administer the Plan) have duly caused this  
annual report to be signed by the undersigned thereunto duly authorized.

THE MCCORMICK PROFIT SHARING PLAN

DATE: 5/27/99

By: /s/ Karen D. Weatherholtz

Karen D. Weatherholtz  
Vice President-Human Relations  
and Plan Administrator

The McCormick Profit Sharing Plan  
Audited Financial Statements and Supplemental Schedules

Years ended November 30, 1998 and 1997  
with Report of Independent Auditors

The McCormick Profit Sharing Plan  
Audited Financial Statements and Supplemental Schedules

Years ended November 30, 1998 and 1997

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Report of Independent Auditors

To the Investment Committee  
McCormick & Company, Incorporated

We have audited the accompanying statements of financial condition of the McCormick Profit Sharing Plan as of November 30, 1998 and 1997, and the related statements of changes in plan equity for each of the three years in the period ended November 30, 1998. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a

reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of the McCormick Profit Sharing Plan at November 30, 1998 and 1997, and the changes in plan equity for each of the three years in the period ended November 30, 1998, in conformity with generally accepted accounting principles. Furthermore, it is our opinion that the schedules referred to above present fairly the information set forth therein in compliance with the applicable accounting regulations of the Securities and Exchange Commission.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes as of November 30, 1998, and reportable transactions for the year then ended, are presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are not a required part of the financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Ernst & Young LLP  
Baltimore, Maryland

April 30, 1999

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The McCormick Profit Sharing Plan  
Statements of Financial Condition

	November 30	
	1998	1997
Assets		
Investments:		
Securities--at market value:		
McCormick & Company, Incorporated-- Common stock	\$ 83,969,458	\$ 68,129,676
Unaffiliated Issuers:		
Temporary investments	654,239	797,012
Mutual Funds	142,658,319	117,594,801
Participant loans	4,034,839	3,248,582
Total investments	231,316,855	189,770,071
Receivables:		
Accrued interest and dividends	97,631	3,690
Employer contributions	2,028,832	2,551,493
Total receivables	2,126,463	2,555,183
Cash	1	147,742
	233,443,319	192,472,996
Liabilities		
Cash overdrafts	173	30,616
Plan equity	\$233,443,146	\$192,442,380

See accompanying notes.

The McCormick Profit Sharing Plan  
Statements of Changes in Plan Equity

	Year ended November 30		
	1998	1997	1996
Additions			
Employer contributions	\$ 4,128,276	\$ 4,511,700	\$ 3,148,413
Employee contributions	10,495,721	8,981,750	9,236,115
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	1,589,823	1,646,897	1,772,793
Mutual funds	8,012,978	4,387,254	9,733,786
Interest income	509,848	308,864	279,869
Other, net	143,917	458,999	(165,205)
	24,880,563	20,295,464	24,005,771
Deductions			
Participant withdrawals	14,258,480	12,867,963	15,724,081
Administrative expenses	294,609	295,958	289,142
	14,553,089	13,163,921	16,013,223
Net realized gain on investments	8,047,602	12,096,189	2,877,954
Net unrealized appreciation of investments	22,625,690	8,175,110	1,917,903
Net increase	41,000,766	27,402,842	12,788,405
Plan equity at beginning of year	192,442,380	165,039,538	152,251,133
Plan equity at end of year	\$233,443,146	\$192,442,380	\$165,039,538

See accompanying notes.

The McCormick Profit Sharing Plan  
Notes to Financial Statements

1. Significant Accounting Policies

The financial statements of The McCormick Profit Sharing Plan (the Plan) are prepared on the accrual basis of accounting. The Plan changed its name from the McCormick Profit Sharing Plan and PAYSOP to the McCormick Profit Sharing Plan in 1996.

Valuation of Securities

Investments are stated at aggregate current value. Securities traded on a national securities exchange or included on the NASDAQ National Market List are valued at the last reported sales price on the last business day of the plan year. Investments for which no sale was reported on that date are valued at the last reported bid price.

The change in the difference between current value and the cost of investments is reflected in the statement of changes in plan equity as net unrealized appreciation or depreciation of investments.

The net realized gain or loss on disposal of investments is the difference between the proceeds received and the average cost of investments sold. Expenses relating to the purchase or sale of investments are added to the cost or deducted from the proceeds.

#### Administrative Expenses

McCormick & Company, Incorporated (the Company) has deducted \$267,265, \$243,412 and \$245,986 in 1998, 1997 and 1996, respectively, from the cash deposit of its contributions to the Plan to offset a portion of the administrative costs incurred on behalf of the Plan. These expenses are included in the administrative expenses in the Statement of Changes in Plan Equity. Direct expenses are paid by the Plan.

#### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires Plan management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual amounts could differ from these estimates.

## 2. Description of the Plan

The following description of the Plan provides only general information. Further information about the Plan agreement, eligible employees, the vesting provisions and investment alternatives are contained in the Summary Plan Description and in Registration Statement No. 33-33724 on Form S-8 filed with the Securities and Exchange Commission on March 2, 1990. Copies of these documents are available from McCormick Corporate Human Relations.

The Plan is a defined contribution plan sponsored by McCormick & Company, Incorporated which incorporates a 401(k) savings and investment option.

Participating employees can make elective pretax contributions to the Plan through regular payroll deductions. If an employee authorizes elective contributions, the contributions may not be less than 1% of his or her taxable cash compensation and may be up to a maximum of 15%. The Company and participating subsidiaries will make a matching contribution at a rate of \$.20 for each \$1.00 of the participant's elective contributions to the Plan regardless of the participant's investment election. The matching contribution is not made on elective contributions in excess of 10% of compensation.

The Company and participating subsidiaries may also make additional contributions to the Plan for amounts authorized by the Board of Directors. Company contributions are allocated to each participant's account based upon the participant's compensation and length of service.

As of November 1, 1996, the Plan converted to daily valuation processing. It also established new investment funds for the participants' elective contributions. In anticipation of transferring the existing assets to the new funds, all prior investments in the Fidelity Retirement Money Market Portfolio and the Fidelity Investment Grade Bond Fund were liquidated in October 1996. The proceeds were transferred to the T. Rowe Price Prime Reserve Fund and to the Bond Fund of America, respectively. In the attached Schedule of Allocation of Changes in Plan Equity to Investment Programs (Note 9) for the year ended November 30, 1996, the activity for the money market funds was combined and the activity of the bond funds has also been combined.

A Payroll Based Stock Ownership Plan (PAYSOP) was made possible by a section of the Internal Revenue Code that allowed the Company to contribute shares of voting stock to employees. The Company has not made a PAYSOP contribution since the elimination of the PAYSOP credit in the Tax Reform Act of 1986. Any account balances in this fund were transferred to the applicable

participant's Profit Sharing Plan account as of November 1, 1996. Before December 1, 1974, the Company's Profit Sharing contributions were placed in the Retirement Income Trust (RIT). Contributions to that trust have been discontinued and any account balances in this fund were transferred to the applicable participant's Profit Sharing Plan account as of November 1, 1996.  
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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

As of November 30, 1998, the following investment funds were available:

McCormick Stock Fund - This fund invests principally in the common stock of McCormick & Company, Inc., the Plan sponsor.

Balanced Fund - The balanced fund seeks conservation of capital, current income and long-term growth of capital and income by investing in stocks, bonds, and other fixed-income securities. This fund invests principally in the American Balanced Fund.

Small Cap Value Fund - This fund seeks long-term growth of capital through investments in small companies which have low debt, strong growth prospects and are potentially undervalued. This fund invests principally in the T. Rowe Price Small Cap Value Fund.

International Growth Fund - This international fund seeks long-term growth of capital by investing in companies based outside the United States. This fund invests principally in the American Europacific Growth Fund.

The Bond Fund - The bond fund seeks as high a level of current income as is consistent with preservation of capital. This fund invests primarily in the Bond Fund of America.

Growth & Income Portfolio Fund - This growth and income fund seeks high total return through a combination of current income and capital appreciation. The fund invests mainly in securities of companies that pay current dividends and offer potential growth of earnings. However, the fund may buy securities that are not currently paying dividends but offer prospects for either capital appreciation or future income. Securities may be of foreign and domestic issuers. The fund diversifies investments among a variety of industries. The principal investment is in the Fidelity Growth & Income Portfolio Fund.

Long-Term Capital Appreciation Fund - This long-term capital appreciation fund seeks capital appreciation by making a profit on invested capital over the long term. The fund invests in common stocks, and securities convertible to common stock, issued by companies operating in the U.S. and/or abroad. Investments are made in large corporations as well as smaller, less well-known companies. The fund also diversifies investments among a variety of industries and sectors within the market. This fund invests principally in the Fidelity Magellan Fund.

Money Market Fund - As a money market fund, this fund is managed to maintain a stable \$1 share price (although it is not guaranteed). The value of the fund's shares is neither insured nor guaranteed by the U.S. Government. This fund invests principally in the T. Rowe Price Prime Reserve Fund.

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

Participants' elective contributions and the Company's Profit Sharing contributions are invested in the Plan's investment funds as directed by the participant.

In general, participant withdrawals are subject to a 10% excise tax for early withdrawals prior to the participant reaching retirement.

Participants are permitted to take loans against their contributions to the Plan. The maximum of any loan cannot exceed one-half of the participant's contributed account balance or \$50,000 less the highest outstanding unpaid loan balance during the prior 12 months, whichever is less. The Company's Investment Committee determines the interest rate for loans based on current market rates. Loan repayments, interest, plus maintenance fees are made by participants through payroll deductions over loan terms of up to five years.



Longer loan terms are available for loans taken to purchase, construct, re-construct or substantially rehabilitate a primary home for the participant or the participant's immediate family.

The Company intends to continue the Plan indefinitely. The Company reserves the right to terminate the Plan, or to reduce or cease contributions at any time, if its Board of Directors determines that business, financial or other good causes make it necessary to do so, or to amend the Plan at any time and in respect provided, however, that any such action will not deprive any participant or beneficiary under the Plan of any vested right.

### 3. Income Tax Status

The Internal Revenue Service has ruled that the Plan qualifies under Section 401 of the Internal Revenue Code (IRC) and is, therefore, not subject to tax under present income tax law. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator is not aware of any course of action or series of events that has occurred that might adversely affect the Plan's qualified status. Under the Plan, participants are not subject to federal income tax on contributions or the income of the Plan until amounts are distributed to them.

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The McCormick Profit Sharing Plan  
Notes to Financial Statements (continued)

### 4. Investments

During 1998, 1997 and 1996, the Plan's investments (including investments bought, sold, or held throughout the year) appreciated in fair value by \$30,673,292, \$20,271,299 and \$4,795,857, respectively, as follows:

	Net Appreciation During Year	Fair Value at End of Year
Year ended November 30, 1998		
Fair value as determined by quoted market prices:		
McCormick & Company, Incorporated:		
Common stock	\$18,170,293	\$ 83,969,458
Unaffiliated issuers:		
Temporary investments	-	654,239
Mutual funds	12,502,999	142,658,319
Participant loans	-	4,034,839
Total	\$30,673,292	\$231,316,855

	Net Appreciation During Year	Fair Value at End of Year
Year ended November 30, 1997		
Fair value as determined by quoted market prices:		
McCormick & Company, Incorporated:		
Common stock	\$ 4,997,458	\$ 68,129,676
Unaffiliated issuers:		
Temporary investments	-	797,012
Mutual funds	15,273,841	117,594,801
Participant loans	-	3,248,582
Total	\$20,271,299	\$189,770,071

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## Notes to Financial Statements (continued)

## 4. Investments (continued)

	Net Appreciation During Year	Fair Value at End of Year
Year ended November 30, 1996		
Fair value as determined by quoted market prices:		
McCormick & Company, Incorporated:		
Common stock	\$ 2,731,134	\$ 75,147,648
Unaffiliated issuers:		
Temporary investments	-	460
Mutual funds	2,064,723	88,822,519
Participant loans	-	2,718,336
Total	\$ 4,795,857	\$166,688,963

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	November 30	
	1998	1997
McCormick & Company, Incorporated Common stock	\$83,969,458	\$68,129,676
Fidelity Investments Mutual funds:		
Growth & Income Portfolio Fund	59,694,313	47,132,535
Long-Term Capital Appreciation Fund (Magellan)	49,530,418	39,993,784
T. Rowe Price Small Cap Value Fund	-	9,989,750

## 5. Transactions With Parties-in-Interest

Fees paid during the year for legal, accounting and other services rendered by parties-in-interest were based on customary and reasonable rates for such services.

## 6. Reconciliation of Form 5500 to Audited Financial Statements

The following represents a summary of the differences between the Form 5500 for the year ended November 30, 1998, and the accompanying financial statements:

Form 5500 Line Number	Description	Amount per Form 5500	Amount per Accompanying Financial Statements	Difference
32b(1)(A)	Interest--Interest bearing cash	\$ 62,499	\$ 509,848	\$ (447,349)
32b(1)(F)	Interest--Other loans	322,055	-	322,055
N/A	Dividends--Mutual funds	-	8,012,978	(8,012,978)
32b(4)(C)	Net gain on sale of assets	764,380	8,047,602	(7,283,222)
32b(5)	Unrealized appreciation	17,405,915	22,625,690	(5,219,775)
32b(10)	Registered investment companies	20,641,269	-	20,641,269
		\$39,196,118	\$39,196,118	\$ -

The differences result from the classification of investments, and the basis for determining cost, as required for financial statement purposes (historical cost) differing from the classification required in the Form 5500 (market value at the beginning of the Plan year).

7. Year 2000 (Unaudited)

The Plan is heavily reliant on the information systems of third parties including those of the plan sponsor, trustee and record keeper. Based upon information available at this time, the Company is not aware of any Year 2000 issues which will have a material impact on the Plan's operations. However, in the event that one of the aforementioned parties experiences a system interruption or failure, it may have a material adverse financial impact on the Plan.

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The McCormick Profit Sharing Plan  
Notes to Financial Statements (continued)

8. Allocation of Plan Equity to Investment Programs

November 30, 1998	Total	McCormick Stock Fund	Balanced Fund	Small Cap Value Fund
<b>Assets</b>				
<b>Investments:</b>				
Securities--at market value:				
McCormick & Company, Incorporated-Common stock	\$ 83,969,458	\$83,969,458	\$ -	\$ -
Unaffiliated issuers:				
Temporary investments	654,239	654,239	-	-
Mutual funds	142,658,319	-	3,630,206	7,911,035
Participant loans	4,034,839	-	-	-
Employer contributions receivable	2,028,832	-	-	-
Accrued interest and dividends receivable	97,631	4,071	-	-
Cash	1	-	-	-
	233,443,319	84,627,768	3,630,206	7,911,035
<b>Liabilities</b>				
Cash overdrafts	173	-	-	-
Plan equity	\$233,443,146	\$84,627,768	\$3,630,206	\$7,911,035

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The McCormick Profit Sharing Plan  
Notes to Financial Statements (continued)

8. Allocation of Plan Equity to Investment Programs (continued)

November 30, 1998	Inter- national Growth Fund	Bond Fund	Growth & Income Portfolio Fund	Money Market Fund
<b>Assets</b>				
<b>Investments:</b>				
Securities--at market value:				
McCormick & Company, Incorporated-Common stock	\$ -	\$ -	\$ -	\$ -
Unaffiliated issuers:				
Temporary investments	-	-	-	-

Mutual funds	3,902,475	8,153,195	59,694,313	9,836,677
Participant loans	-	-	-	-
Employer contributions receivable	-	-	-	-
Accrued interest and dividends receivable	-	88,288	-	5,272
Cash	1	-	-	-
	3,902,476	8,241,483	59,694,313	9,841,949

Liabilities

Cash overdrafts	-	39	-	103
Plan equity	\$3,902,476	\$8,241,444	\$59,694,313	\$9,841,846

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The McCormick Profit Sharing Plan  
Notes to Financial Statements (continued)

8. Allocation of Plan Equity to Investment Programs (continued)

November 30, 1998	Long-Term Capital Appreciation Fund	Loans	Unallocated
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated-Common stock	\$ -	\$ -	\$ -
Unaffiliated issuers:			
Temporary investments	-	-	-
Mutual funds	49,530,418	-	-
Participant loans	-	4,034,839	-
Employer contributions receivable	-	-	2,028,832
Accrued interest and dividends receivable	-	-	-
Cash	-	-	-
	49,530,418	4,034,839	2,028,832
Liabilities			
Cash overdrafts	-	31	-
Plan equity	\$49,530,418	\$4,034,808	\$2,028,832

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The McCormick Profit Sharing Plan  
Notes to Financial Statements (continued)

8. Allocation of Plan Equity to Investment Programs (continued)

McCormick	Balanced	Small Cap Value
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November 30, 1997	Total	Stock Fund	Fund	Fund
Assets				
Investments:				
Securities--at market value:				
McCormick & Company, Incorporated-Common stock	\$ 68,129,676	\$68,129,676	\$ -	\$ -
Unaffiliated issuers:				
Temporary investments	797,012	797,012	-	-
Mutual funds	117,594,801	-	2,850,920	9,989,750
Participant loans	3,248,582	-	-	-
Employer contributions receivable	2,551,493	-	-	-
Accrued interest and dividends receivable	3,690	3,690	-	-
Cash	147,742	1	-	-
	192,472,996	68,930,379	2,850,920	9,989,750
Liabilities				
Cash overdrafts	30,616	-	8,366	3,757
Plan equity	\$192,442,380	\$68,930,379	\$2,842,554	\$9,985,993

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

8. Allocation of Plan Equity to Investment Programs (continued)

November 30, 1997	Inter- national Growth Fund	Bond Fund	Growth & Income Portfolio Fund	Money Market Fund
Assets				
Investments:				
Securities--at market value:				
McCormick & Company, Incorporated-Common stock	\$ -	\$ -	\$ -	\$ -
Unaffiliated issuers:				
Temporary investments	-	-	-	-
Mutual funds	3,232,324	7,748,282	47,132,535	6,647,206
Participant loans	-	-	-	-
Employer contributions receivable	-	-	-	-
Accrued interest and dividends receivable	-	-	-	-
Cash	15,742	110,295	-	-
	3,248,066	7,858,577	47,132,535	6,647,206
Liabilities				
Cash overdrafts	-	-	9,986	8,449
Plan equity	\$3,248,066	\$7,858,577	\$47,122,549	\$6,638,757

The McCormick Profit Sharing Plan  
Notes to Financial Statements (continued)

## 8. Allocation of Plan Equity to Investment Programs (continued)

November 30, 1997	Long-Term Capital Appreciation Fund	Loans	Unallocated
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated-Common stock	\$ -	\$ -	\$ -
Unaffiliated issuers:			
Temporary investments	-	-	-
Mutual funds	39,993,784	-	-
Participant loans	-	3,248,582	-
Employer contributions receivable	-	-	2,551,493
Accrued interest and dividends receivable	-	-	-
Cash	21,704	-	-
	40,015,488	3,248,582	2,551,493
Liabilities			
Cash overdrafts	-	58	-
Plan equity	\$40,015,488	\$3,248,524	\$2,551,493

The McCormick Profit Sharing Plan  
Notes to Financial Statements (continued)

## 9. Allocation of Changes in Plan Equity to Investment Programs

Year Ended November 30, 1998	Total	McCormick Stock Fund	Balanced Fund	Small Cap Value Fund
Additions				
Employer contributions	\$ 4,128,276	\$ 512,342	\$ 37,700	\$ 140,079
Employee contributions	10,495,721	2,762,986	214,130	777,527
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	1,589,823	1,589,823	-	-
Mutual funds	8,012,978	-	339,616	652,616
Interest income	509,848	62,419	-	-
Other, net	143,917	-	-	-
	24,880,563	4,927,570	591,446	1,570,222
Interfund transfers	-	(1,800,463)	349,388	(1,469,501)
Deductions				

Participant withdrawals	14,258,480	5,594,315	163,597	177,645
Administrative expenses	294,609	5,696	1,037	185
	14,553,089	5,600,011	164,634	177,830
Net realized gain (loss) on investment	8,047,602	4,228,110	18,384	47,898
Net unrealized appreciation (deprec.) of investments	22,625,690	13,942,183	(6,932)	(2,045,747)
Net increase (decrease)	41,000,766	15,697,389	787,652	(2,074,958)
Plan equity at beginning of year	192,442,380	68,930,379	2,842,554	9,985,993
Plan equity at end of year	\$233,443,146	\$84,627,768	\$3,630,206	\$7,911,035

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

9. Allocation of Changes in Plan Equity to Investment Programs (continued)

Year Ended November 30, 1998	Inter- national Growth Fund	Bond Fund	Growth & Income Portfolio Fund	Money Market Fund
<b>Additions</b>				
Employer contributions	\$ 52,394	\$ 91,119	\$ 513,755	\$ 94,664
Employee contributions	303,101	500,385	2,880,323	487,264
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	-	-	-	-
Mutual funds	241,531	605,850	2,885,859	367,554
Interest income	31,734	88,288	-	5,272
Other, net	-	-	-	-
	628,760	1,285,642	6,279,937	954,754
Interfund transfers	(10,298)	63,099	973,487	3,286,639
<b>Deductions</b>				
Participant withdrawals	52,608	783,071	3,043,436	1,031,596
Administrative expenses	22	3,309	7,096	6,708
	52,630	786,380	3,050,532	1,038,304
Net realized gain (loss) on investment	(36,602)	(2,879)	2,426,057	-
Net unrealized appreciation (deprec.) of investments	125,180	(176,615)	5,942,815	-
Net increase (decrease)	654,410	382,867	12,571,764	3,203,089
Plan equity at beginning of year	3,248,066	7,858,577	47,122,549	6,638,757
Plan equity at end of year	\$3,902,476	\$8,241,444	\$59,694,313	\$9,841,846

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

9. Allocation of Changes in Plan Equity to Investment Programs (continued)

Year Ended November 30, 1998	Long-Term Capital Appreciation Fund	Loans	Unallocated
<b>Additions</b>			

Employer contributions	\$ 463,942	\$ -	\$2,222,281
Employee contributions	2,570,005	-	-
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	-	-	-
Mutual funds	2,919,952	-	-
Interest income	-	322,135	-
Other, net	-	-	143,917
	5,953,899	322,135	2,366,198
Interfund transfers	391,943	837,300	(2,621,594)
Deductions			
Participant withdrawals	3,039,161	373,051	-
Administrative expenses	3,191	100	267,265
	3,042,352	373,151	267,265
Net realized gain (loss) on investment	1,366,634	-	-
Net unrealized appreciation (deprec.) of investments	4,844,806	-	-
Net increase (decrease)	9,514,930	786,284	(522,661)
Plan equity at beginning of year	40,015,488	3,248,524	2,551,493
Plan equity at end of year	\$49,530,418	\$4,034,808	\$2,028,832

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

9. Allocation of Changes in Plan Equity to Investment Programs (continued)

Year Ended November 30, 1997	Total	McCormick Stock Fund	Balanced Fund	Small Cap Value Fund
Additions				
Employer contributions	\$ 4,511,700	\$ 449,193	\$ 19,092	\$ 72,521
Employee contributions	8,981,750	2,540,813	115,459	439,533
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	1,646,897	1,646,897	-	-
Mutual funds	4,387,254	-	146,604	159,501
Interest income	308,864	25,316	66	193
Other, net	458,999	-	-	-
	20,295,464	4,662,219	281,221	671,748
Interfund transfers	-	(7,631,045)	1,281,433	6,191,855
Deductions				
Participant withdrawals	12,867,963	5,983,418	70,313	144,718
Administrative expenses	295,958	8,970	723	93
	13,163,921	5,992,388	71,036	144,811
Net realized gain on investment	12,096,189	8,928,753	42,152	162,106
Net unrealized appreciation (deprec.) of investments	8,175,110	(3,931,295)	164,108	1,332,019
Net increase (decrease)	27,402,842	(3,963,756)	1,697,878	8,212,917
Plan equity at beginning of year	165,039,538	72,894,135	1,144,676	1,773,076
Plan equity at end of year	\$192,442,380	\$68,930,379	\$2,842,554	\$9,985,993

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

9. Allocation of Changes in Plan Equity to Investment Programs (continued)

Year Ended November 30, 1997	Inter-national Growth Fund	Bond Fund	Growth & Income Portfolio Fund	Money Market Fund
<b>Additions</b>				
Employer contributions	\$ 32,520	\$ 84,914	\$ 397,414	\$ 73,587
Employee contributions	200,087	483,941	2,402,311	408,593
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	-	-	-	-
Mutual funds	132,501	505,645	1,990,406	312,116
Interest income	97	1,327	1,837	2,228
Other, net	-	(36,091)	109,784	(22,436)
	365,205	1,039,736	4,901,752	774,088
Interfund transfers	1,971,271	105,749	2,102,562	813,652
<b>Deductions</b>				
Participant withdrawals	73,626	465,954	2,622,694	735,109
Administrative expenses	-	8,739	14,240	11,622
	73,626	474,693	2,636,934	746,731
Net realized gain on investment	38,439	6,750	1,781,832	-
Net unrealized appreciation (deprec.) of investments	(12,913)	37,754	5,575,573	-
Net increase (decrease)	2,288,376	715,296	11,724,785	841,009
Plan equity at beginning of year	959,690	7,143,281	35,397,764	5,797,748
Plan equity at end of year	\$3,248,066	\$7,858,577	\$47,122,549	\$6,638,757

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

9. Allocation of Changes in Plan Equity to Investment Programs (continued)

Year Ended November 30, 1997	Long-Term Capital Appreciation Fund	Loans	Unallocated
<b>Additions</b>			
Employer contributions	\$ 402,402	\$ -	\$2,980,057
Employee contributions	2,391,013	-	-
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	-	-	-
Mutual funds	1,140,481	-	-
Interest income	56	277,744	-
Other, net	21,253	236,629	149,860
	3,955,205	514,373	3,129,917
Interfund transfers	(3,788,908)	538,465	(1,585,034)
<b>Deductions</b>			
Participant withdrawals	2,251,127	521,004	-
Administrative expenses	8,159	-	243,412
	2,259,286	521,004	243,412

Net realized gain on investment	1,136,157	-	-
Net unrealized appreciation (deprec.) of investments	5,009,864	-	-
Net increase (decrease)	4,053,032	531,834	1,301,471
Plan equity at beginning of year	35,962,456	2,716,690	1,250,022
Plan equity at end of year	\$40,015,488	\$3,248,524	\$2,551,493

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

9. Allocation of Changes in Plan Equity to Investment Programs (continued)

Year Ended November 30, 1996	Total	McCormick Stock Fund	Balanced Fund	Small Cap Value Fund
<b>Additions</b>				
Employer contributions	\$ 3,148,413	\$ 626,296	\$ 855	\$ 2,913
Employee contributions	9,236,115	3,622,342	5,060	16,462
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	1,772,793	1,647,339	-	-
Mutual funds	9,733,786	-	-	-
Interest income	279,869	20,873	-	-
Other, net	(165,205)	-	-	-
	24,005,771	5,916,850	5,915	19,375
Interfund transfers	-	(310,648)	1,113,501	1,716,589
<b>Deductions</b>				
Participant withdrawals	15,724,081	6,706,553	-	-
Administrative expenses	289,142	11,102	-	-
	16,013,223	6,717,655	-	-
Net realized gain (loss) on investment	2,877,954	2,027,881	925	-
Net unrealized appreciation (deprec.) of investments	1,917,903	1,634,697	24,335	37,112
Net increase (decrease)	12,788,405	2,551,125	1,144,676	1,773,076
Plan equity at beginning of year	152,251,133	70,343,010	-	-
Plan equity at end of year	\$165,039,538	\$72,894,135	\$1,144,676	\$1,773,076

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

9. Allocation of Changes in Plan Equity to Investment Programs (continued)

Year Ended November 30, 1996	Inter-national Growth Fund	Bond Fund	Growth & Income Portfolio Fund	Money Market Fund
<b>Additions</b>				
Employer contributions	\$ 1,321	\$ 112,692	\$ 316,593	\$ 91,212
Employee contributions	7,533	622,324	1,753,540	529,965
Earnings from investments:				

Dividends:				
McCormick & Company, Incorporated	-	-	-	-
Mutual funds	-	459,886	1,882,382	290,701
Interest income	-	36,691	3,975	25,420
Other, net	-	-	-	-
	8,854	1,231,593	3,956,490	937,298
Interfund transfers	935,353	(581,777)	5,184,249	109,089
Deductions				
Participant withdrawals	-	1,022,255	3,469,107	1,251,492
Administrative expenses	-	10,109	11,148	2,190
	-	1,032,364	3,480,255	1,253,682
Net realized gain (loss) on investment	-	(540,567)	557,692	-
Net unrealized appreciation (deprec.) of investments	15,483	415,442	4,340,657	-
Net increase (decrease)	959,690	(507,673)	10,558,833	(207,295)
Plan equity at beginning of year	-	7,650,954	24,838,931	6,005,043
Plan equity at end of year	\$959,690	\$7,143,281	\$35,397,764	\$5,797,748

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

9. Allocation of Changes in Plan Equity to Investment Programs (continued)

Year Ended November 30, 1996	Long-Term Capital Appreciation Fund	PAYSOP	RIT Trust
Additions			
Employer contributions	\$ 484,409	\$ -	\$ -
Employee contributions	2,678,889	-	-
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	-	53,735	71,719
Mutual funds	7,100,817	-	-
Interest income	5,212	92	215
Other, net	-	-	-
	10,269,327	53,827	71,934
Interfund transfers	(735,474)	(2,652,446)	(3,609,505)
Deductions			
Participant withdrawals	2,888,564	85,831	234,516
Administrative expenses	8,602	3	2
	2,897,166	85,834	234,518
Net realized gain (loss) on investment	397,824	94,790	339,409
Net unrealized appreciation (deprec.) of investments	(3,184,180)	(494,878)	(870,765)
Net increase (decrease)	3,850,331	(3,084,541)	(4,303,445)
Plan equity at beginning of year	32,112,125	3,084,541	4,303,445
Plan equity at end of year	\$35,962,456	\$ -	\$ -

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The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

9. Allocation of Changes in Plan Equity to Investment Programs (continued)

Year Ended November 30, 1996	Loans	Unallocated
Additions		
Employer contributions	\$ -	\$1,512,122
Employee contributions	-	-
Earnings from investments:		
Dividends:		
McCormick & Company, Incorporated	-	-
Mutual funds	-	-
Interest income	187,391	-
Other, net	(165,205)	-
	22,186	1,512,122
Interfund transfers	(122,155)	(1,046,776)
Deductions		
Participant withdrawals	65,763	-
Administrative expenses	-	245,986
	65,763	245,986
Net realized gain (loss) on investment	-	-
Net unrealized appreciation (deprec.) of investments	-	-
Net increase (decrease)	(165,732)	219,360
Plan equity at beginning of year	2,882,422	1,030,662
Plan equity at end of year	\$2,716,690	\$1,250,022

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SUPPLEMENTAL SCHEDULES

The McCormick Profit Sharing Plan

Line 27a--Schedule of Assets Held for Investment Purposes

November 30, 1998

Description	Shares Held	Cost Value	Market Value
Temporary investments:			
Norwest Short Term Investment Fund	654,239	\$ 654,239	\$ 654,239
McCormick & Company, Incorporated:			
Common Stock	2,494,184	36,107,151	83,969,458

Mutual Fund Investments:

Bond Fund of America	596,948	8,212,013	8,153,195
Fidelity Growth & Income Fund	1,362,512	39,880,170	59,694,313
American Balanced Fund	216,147	3,447,223	3,630,206
American EuroPacific - International Fund	136,881	3,774,725	3,902,475
T. Rowe Price Small Cap Value Fund	394,599	8,590,984	7,911,035
T. Rowe Price Prime Reserve - Money Market Fund	9,620,294	9,836,677	9,836,677
Fidelity Magellan - Long-Term Capital Appreciation Fund	439,055	35,813,353	49,530,418
Participant Loans (Average interest rate of 9%):		4,034,839	4,034,839
		\$150,351,374	\$231,316,855

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The McCormick Profit Sharing Plan

Line 27d--Schedule of Reportable Transactions

Year Ended November 30, 1998

5% Reportable Transactions  
Single Transactions

A. Identity of Party Involved

B. Description of Security	C. Purchase Price	D. Selling Price	F. Expenses Incurred	G. Cost of Security	H. Current Value	I. Net Gain or Loss
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No single reportable transactions.

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The McCormick Profit Sharing Plan

Line 27d--Schedule of Reportable Transactions (continued)

Year Ended November 30, 1998

5% Reportable Transactions  
Series of Transactions in the same security

B. Description of Security	C. Purchase Price	D. Selling Price	F. Exp. Incr	G. Cost of Security	H. Current Value	I. Net Gain or Loss
Norwest Short-Term Investment Fund	\$14,578,469	\$14,721,243	\$ -	\$14,721,243	\$29,299,712	\$ -
Fidel. Growth & Income Port.	12,077,470	10,138,934	\$ -	5,338,559	22,216,404	4,800,375
Fidel. Magellan Fund Inc.	9,851,094	8,995,984	\$ -	4,997,394	18,847,078	3,998,590
T.R.Price Prime Reserve Fund	9,558,488	6,585,400	\$ -	6,585,400	16,143,888	\$ -

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The McCormick Profit Sharing Plan

Line 27d--Schedule of Reportable Transactions (continued)

Year Ended November 30, 1998

5% Reportable Transactions  
Series of Transactions with the same party  
Involved with a 5% transaction

A. Identity of  
Party Involved

B. Description of Security	C. Purchase Price	D. Selling Price	F. Expenses Incurred	G. Cost of Security	H. Current Value	I. Net Gain or Loss
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No reportable transactions.

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Exhibit--Consent of Independent Auditors

We consent to the incorporation by reference in the following Registration Statements of McCormick & Company, Incorporated and subsidiaries and in the related Prospectuses (if applicable) of our report dated April 30, 1999, with respect to the financial statements and supplemental schedules of The McCormick Profit Sharing Plan for the year ended November 30, 1998 included under Item 14., Exhibits, Financial Statement Schedules, and Reports on Form 8-K in this Form 10-K/A, No. 1.

Form	Registration Number	Date Filed
S-8	333-74963	3/24/99
S-8	33-23727	3/21/97
S-8	33-58197	3/23/95
S-3	33-66614	7/27/93
S-3	33-40920	5/29/91
S-8	33-33725	3/02/90
S-3	33-32712	12/21/89
S-3	33-24660	3/16/89
S-8	33-24658	9/15/88
S-3	33-24659	9/15/88

/s/ Ernst & Young LLP

Baltimore, Maryland

May 27, 1999