SECURITIES & EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 29, 2004

McCormick & Company, Incorporated

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation)

0-748 (Commission File Number)

52-0408290 (IRS Employer Identification No.)

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

21152 (Zip Code)

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

Item 5. Other Events and Regulations FD Disclosure

On March 23, 2004, the Registrant issued a press release and held a conference call with analysts to report on the results of operations for the first quarter of fiscal year 2004, which ended on February 29, 2004.

On March 26, 2004, the Registrant furnished to the Securities and Exchange Commission a Form 8-K with a copy of (i) the press release labeled "McCormick Announces Record First Quarter Results," which includes an unaudited Consolidated Income Statement for the three months ended February 29, 2004, and an unaudited Consolidated Balance Sheet of the Registrant as of February 29, 2004, and (ii) the presentation delivered at the conference call labeled "McCormick & Company, Incorporated, Conference Call Announcing First Quarter 2004 Results, March 23, 2004," attached as exhibits.

The Registrant has now determined to file portions of the press release referenced above comprising historical financial information, which portions are attached hereto as Exhibit 99.1. The presentation delivered at the conference call that was previously furnished to the Commission is not being filed.

Item 7. Financial Statements and Exhibits

Exhibit 99.1: Portions of Press Release labeled "McCormick Announces Record First Quarter Results," which includes an unaudited Consolidated Income Statement for the three months ended February 29, 2004 and an unaudited Consolidated Balance Sheet of the Registrant as of February 29, 2004.

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 hereunto duly authorized.

McCORMICK & COMPANY, INCORPORATED

Date: March 29, 2004

By: /s/ Kenneth A. Kelly, Jr.

Kenneth A. Kelly, Jr.

Kenneth A. Kelly, Jr.
Vice President & Controller

McCORMICK ANNOUNCES RECORD FIRST QUARTER RESULTS

SPARKS, MD, MAR. 23 - - - McCormick & Company, Incorporated (NYSE:MKC), today reported record sales, net income and earnings per share for the first quarter ended February 29, 2004.

Sales for the quarter were \$572 million, an increase of 18% versus the first quarter of 2003. Higher volumes, pricing and product mix in the consumer and industrial businesses led to an increase of 7%. In addition, favorable foreign exchange rates added 6%, and the 2003 acquisition of Zatarain's added another 5% to sales.

Earnings per share from continuing operations for the first quarter increased 17% to 27¢ compared to 23¢ in the first quarter of 2003. During the quarter, the Company increased advertising spending by \$5 million related largely to the Zatarain's acquisition and new product launches. Strong sales growth and higher gross profit margin were the primary drivers of the first quarter increase in net income and earnings per share.

Consumer Business

	 Three Months Ended			
(in thousands)	 2/29/04	2/28/03		
Net sales	\$ 299,054	\$	236,286	
Operating income	48,998		39,835	

For the first quarter, sales for McCormick's consumer business rose 27% when compared to 2003. Zatarain's added 10% to sales, higher volume, price and product mix added 9% and favorable foreign exchange another 8%. Consumer sales in the Americas rose 33% with 16% from the Zatarain's acquisition and 2% from foreign exchange. Higher volume in both the U.S. and Canada was the primary driver of the remaining 15% of sales increase for the quarter. Sales in the U.S. benefited from new distribution gained in 2003 with a leading dollar store chain and a major grocery retailer. In addition to these volume increases, pricing was higher for vanilla products in response to higher vanilla bean costs. Consumer sales in Europe increased 17% for the quarter, with 16% due to favorable foreign exchange. The remaining 1% of increase was due to sales of new products and strength with the Schwartz brand in the U.K. Volumes in France were even with prior year due to a weaker economy. In the Asia/Pacific region, favorable foreign exchange led to a 19% increase in consumer sales. During the quarter, increased sales in Australia offset a decrease from slotting fees for new products in China that were recorded as a reduction to sales. Operating income from continuing operations for the consumer business increased 23% to \$49 million for the first quarter of 2004. This increase was driven by strong sales performance, offset in part by a \$5 million increase in advertising related to Zatarain's and new product launches.

Industrial Business

	Three Months Ended		
(in thousands)	 2/29/04		2/28/03
Net sales	\$ 273,308	\$	249,161
Operating income	25.358		22.713

McCormick's industrial business had improved results for the first quarter of 2004. Sales increased 10% versus last year, with higher volumes, price and product mix contributing 6% and favorable foreign exchange another 4%. In the Americas, industrial sales rose 6% with 1% from foreign exchange. As in 2003, sales to restaurant customers have remained strong with new products leading to higher volumes. Sales to food processors improved during the quarter, while sales to food service customers continued to be even with prior year results. Industrial sales in Europe benefited from new products, increasing 26% for the quarter, with foreign exchange contributing 15%. In the Asia/Pacific region, industrial sales rose 14%, with an 11% increase from foreign exchange. In the first quarter of 2004, industrial business operating income increased 12% to \$25 million, benefiting from sales of more higher-margin, value-added product lines.

[Text Intentionally Deleted]

Forward-Looking Statement

Certain information contained in this release, including expected trends in net sales and earnings performance, 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 be materially affected by external factors such as: actions of competitors, customer relationships, market acceptance of new products, actual amount and timing of special charge items, removal and disposal costs, final negotiations of third-party contracts, the impact of the stock market conditions on its share repurchase program, fluctuations in the cost and availability of supply chain resources, global economic conditions, including interest and currency rate fluctuations, and inflation rates. The Company undertakes no obligation to update or revise publicly, any forward-looking statements, whether as a result of new information, future events or otherwise.

About McCormick

McCormick & Company, Incorporated is the global leader in the manufacture, marketing and distribution of spices, seasonings and flavors to the entire food industry – to foodservice and food processing businesses as well as to retail outlets.

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For information contact:

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McCormick & Company, Incorporated

First Quarter Report Consolidated Income Statement (Unaudited) (In thousands except per-share data)

		Three Months Ended		
		2/29/2004 2/28/2003		
Net sales	\$ 572,36		485,447	
Cost of goods sold	350,67		299,317	
Gross profit	221,68		186,130	
Gross profit margin		7%	38.3%	
Selling, general & administrative expense	160,23		130,979	
Special charges	6		120	
Operating income	61,38		55,031	
Interest expense	9,57		9,511	
Other (income)/expense, net	(14	3)	(641)	
Income from consolidated operations before income taxes	51,96	J	46,161	
Income taxes	16,05	ŝ	14,206	
Net income from consolidated operations	35,90	4	31,955	
Income from unconsolidated operations	3,26	l	2,847	
Minority interest	(1,05))	(1,375)	
Net income from continuing operations	38,10	5	33,427	
Discontinued operations, net of tax	_	-	1,712	
Net income	\$ 38,10	6 \$	35,139	
Earnings per share - basic:				
Net income from continuing operations	\$ 0.2	B \$	0.24	
Net income from discontinued operations	\$ -	- \$	0.01	
Net income	\$ 0.2	B \$	0.25	
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Earnings per share - diluted:				
Net income from continuing operations	\$ 0.2	7 \$	0.23	
Net income from discontinued operations	\$ -	- \$	0.01	
Net income	\$ 0.2		0.25	
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Average shares outstanding - basic	137,35	7	139,882	
Average shares outstanding - dasic Average shares outstanding - diluted	137,33		142,461	
Average shares outstanding - unded	141,01	,	142,401	
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First Quarter Report

Consolidated Balance Sheet (Unaudited)				
(In thousands)				
		2/29/2004		2/28/2003
Assets				
Current assets	Φ.	45 505	ф	22.002
Cash and cash equivalents	\$	17,735	\$	22,882
Receivables, net		325,387		271,084
Inventories		366,337		325,361
Prepaid expenses and other current assets		22,059		38,319
Current assets of discontinued operations				55,435
Total current assets		731,518		713,081
Property, plant and equipment, net		464,592		412,980
Goodwill and intangible assets, net		741,005		540,305
Prepaid allowances		86,405		113,908
Investments and other assets		140,885		128,111
Non-current assets of discontinued operations		_		77,521
Total assets	\$	2,164,405	\$	1,985,906
Liabilities and shareholders' equity				
Current liabilities				
Short-term borrowings and current portion of long-term debt	\$	179,686	\$	207,966
Trade accounts payable		153,577		173,081
Other accrued liabilities		299,675		268,920
Current liabilities of discontinued operations		_		21,248
Total current liabilities		632,938		671,215
Long-term debt		450,024		451,063
Other long-term liabilities		219,842		199,480
Long-term liabilities of discontinued operations				3,163
Total liabilities		1,302,804		1,324,921
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Minority interest	23,323	21,360
Shareholders' equity		
Common stock	278,360	236,223
Retained earnings	495,824	459,113
Accumulated other comprehensive income (loss)	64,094	(55,711)
Total shareholders' equity	838,278	639,625
Total liabilities and shareholders' equity	\$ 2,164,405	\$ 1,985,906