## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

### 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)

2003 EMPLOYEES STOCK PURCHASE PLAN NON-QUALIFIED STOCK OPTIONS

(Full title of plans)

Robert W. Skelton Senior Vice President, General Counsel & Secretary McCormick & Company, Incorporated 18 Loveton Circle Sparks, Maryland 21152 (410) 771-7563 (Name, address and telephone of agent for service)

#### DEREGISTRATION OF COMMON STOCK

On March 28, 2003, McCormick & Company, Incorporated (the "Company") filed a Registration Statement on Form S-8, Registration No. 333-104084 (the "Registration Statement"), for the sale of 997,968 shares of Common Stock Non-Voting of the Company (the "Shares") under the Company's 2003 Employees Stock Purchase Plan (the "Plan") and Non-Qualified Stock Option Plan. This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister 672,948 Shares that remain unissued under the Plan. Such de-registration shall be effective immediately upon the filing of this Post-Effective Amendment No. 1.

#### **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 Post-Effective Amendment No. 1 to the 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 23rd day of March, 2005.

MCCC	MCCORMICK & COMPANY, INCORPORATED	
By:	/s/ ROBERT J. LAWLESS	
	Robert J. Lawless	
	Chairman, 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	Chairman, President & Chief Executive
Robert J. Lawless	Officer

March 23, 2005

Principal Financial Officer:

/s/ FRANCIS A. CONTINO	Executive Vice President, Chief	March 23, 2005	
Francis A. Contino	Financial Officer & Strategic Planning		
Principal Accounting Officer:			
/s/ KENNETH A. KELLY, JR	Vice President & Controller	March 23, 2005	
Kenneth A. Kelly, Jr			
A majority of the Board of Directors:			
		WARD S. DUNN, JR., J. MICHAEL FITZPATRICK, IAM E. STEVENS AND KAREN D. WEATHERHOLTZ.	
By: /s/ ROBERT W. SKELTON Robert W. Skelton	— Attorney-in-fact	March 23, 2005	
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McCormick & Company, Incorporated 2003 Employees Stock Purchase Plan. Pursuant to the requirements of the Securities Act of 1933, the McCormick & Company, Incorporated 2003 Employees Stock Purchase Plan has duly caused this Post Effective Amendment No. 1 to the 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 23rd day of March, 2005.			
McCORMICK & COMPANY, INCORPOR 2003 EMPLOYEES STOCK PURCHASE I			
By: /s/ ROBERT W. SKELTON			
Robert W. Skelton Attorney-in-Fact			
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