

FORM 10-K/A
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
 THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended November 30, 1995

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 (I.R.S. Employer
 incorporation or organization) 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:

Title of each class	Name of each exchange on which registered
Not Applicable	Not Applicable

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

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

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

Aggregate market value of the voting stock held by nonaffiliates of the registrant \$183,598,203

The aggregate market value indicated above was calculated as follows:
 The number of shares of voting stock held by nonaffiliates of the registrant as of January 31, 1996 was 8,024,397. This number excludes shares held by the McCormick Profit Sharing Plan and PAYSOP 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 31, 1996, \$22.88.

Class	Number of Shares Outstanding	Date
Common Stock	12,057,354	1/31/96
Common Stock Non-Voting	69,199,430	1/31/96

DOCUMENTS INCORPORATED BY REFERENCE

Document	Part of 10-K into which incorporated
Registrant's 1995 Annual Report to Stockholders	Part I, Part II, Part IV
Registrant's Proxy Statement dated 2/20/96	Part III, Part IV

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, 1995

THE MCCORMICK PROFIT SHARING PLAN AND PAYSOP
(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
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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
AND PAYSOP

DATE: May 28, 1996

By: /s/ Karen D. Weatherholtz

Karen D. Weatherholtz
Vice President-Human Relations

Audited Financial Statements and Supplemental Schedules

The McCormick Profit Sharing Plan and PAYSOP

Years ended November 30, 1995 and 1994
with Report of Independent Auditors

The McCormick Profit Sharing Plan and PAYSOP
Audited Financial Statements and Supplemental Schedules

Years ended November 30, 1995 and 1994

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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 and PAYSOP as of November 30, 1995 and 1994, and the related statements of changes in plan equity for each of the three years in the period ended November 30, 1995. We have also audited the schedules of allocation of plan equity to investment programs as of November 30, 1995 and 1994 and allocation of changes in plan equity to investment programs for each of the three years in the period ended November 30, 1995. These financial statements and schedules 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 and PAYSOP at November 30, 1995 and 1994, and the changes in plan equity for each of the three years in the period ended November 30, 1995, 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, 1995, 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
May 23, 1996

The McCormick Profit Sharing Plan and PAYSOP

Statements of Financial Condition

	November 30	
	1995	1994
Assets		
Investments:		
Securities--at market value:		
McCormick & Company, Incorporated--common stock	\$ 77,209,267	\$ 70,518,267
Unaffiliated Issuers:		
Temporary investments	558,657	487,474
Mutual Funds	70,450,478	56,215,416
Participant loans	2,882,406	3,077,917
Total investments	151,100,808	130,299,074
Receivables:		
Accrued interest and dividends	2,141	2,439
Employer contributions	1,030,662	4,028,631
Total receivables	1,032,803	4,031,070
Cash	117,522	30,944
	152,251,133	134,361,088
Liabilities		
Administrative expenses payable	-	-
Withdrawals payable	-	-
	-	-
Plan equity	\$152,251,133	\$134,361,088

See accompanying notes.

The McCormick Profit Sharing Plan and PAYSOP

Statements of Changes in Plan Equity

	Year ended November 30		
	1995	1994	1993
Additions			
Employer contributions	\$ 3,209,766	\$ 6,259,953	\$ 6,512,133
Employee contributions	9,757,400	10,660,749	8,414,243
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	1,788,884	1,763,800	2,070,382
Mutual funds	2,216,325	2,936,437	138,528
Interest income	312,702	271,349	954,826
Other, net	(16,049)	108,724	292
	17,269,028	22,001,012	18,090,404
Deductions			
Participant withdrawals	29,573,769	7,896,638	8,338,081
Administrative expenses	395,601	243,886	368,741
Other, net	-	-	1,390
	29,969,370	8,140,524	8,708,212
Net realized gain on investments	5,239,030	19,624,604	4,231,911
Net unrealized appreciation (depreciation) of investments	25,351,357	(38,934,219)	(28,080,518)
Net increase (decrease)	17,890,045	(5,449,127)	(14,466,415)
Plan equity at beginning of year	134,361,088	139,810,215	154,276,630
Plan equity at end of year	\$152,251,133	\$134,361,088	\$139,810,215

See accompanying notes.

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements

1. Significant Accounting Policies

The financial statements of The McCormick Profit Sharing Plan and PAYSOP (the Plan) are prepared on the accrual basis of accounting.

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 \$357,430, \$240,195 and \$306,261 in 1995, 1994 and 1993, respectively, from the Profit Sharing contributions to offset a portion of the administrative costs incurred on behalf of the Plan. Direct expenses are paid by the Plan.

Reclassification

Certain prior year information has been reclassified to conform with the current year presentation.

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 reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

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 pamphlet Profit Sharing Plus 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 and a Payroll Based Stock Ownership Plan (PAYSOP).

The Company and participating subsidiaries make contributions to the Plan in such amounts as may be 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. The Company has not made PAYSOP contributions since the elimination of the PAYSOP tax credit in the Tax Reform Act of 1986.

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.

On December 1, 1993 the Plan 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 Interest Income and Balanced Equity funds were liquidated in November 1993. The proceeds were held in temporary investments at November 30, 1993.

Effective December 1, 1993, the Plan added the following investment funds, all of which are managed by Fidelity Investments:

Investment-Grade Bond Fund - The Investment-Grade Bond Fund seeks to provide a high rate of income consistent with reasonable investment risk. The Fund also seeks capital appreciation where appropriate. Under normal circumstances, at least 65% of the Fund's total assets consist of investment-grade debt securities rates Baa or higher by Moody's Investors Service, Inc., or at least BBB by Standard & Poor's Corporation. The Fund may also invest in preferred stocks.

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

Growth & Income Portfolio Fund - The Growth & Income Portfolio 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.

Retirement Money Market Portfolio Fund - The Retirement Money Market Portfolio Fund seeks as high a level of current income as is consistent with the preservation of capital and liquidity. The Fund strives to maintain a stable \$1 share price by investing in high-quality, U.S. dollar-denominated money market instruments of U.S. and foreign issuers. Investments include short-term corporate obligations, U.S. government obligations and certificates of deposit.

Long-Term Capital Appreciation Fund - The 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 as well as foreign companies. 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.

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 account balance or \$50,000 less the highest outstanding unpaid loan balance during the prior twelve 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 monthly 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 McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

With the exception of the PAYSOP program, 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 any 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 Company contributions and income of the Plan until amounts are distributed to them.

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

4. Investments

During 1995, 1994 and 1993 the Plan's investments (including investments bought, sold, or held throughout the year) appreciated (depreciated) in fair value by \$30,590,387, \$(19,309,615) and \$(23,848,607), respectively, as follows:

	Net Appreciation During Year	Fair Value at End of Year
Year ended November 30, 1995		
Fair value as determined by quoted market prices:		
McCormick & Company, Incorporated:		
Common stock	\$16,522,475	\$ 77,209,267
Unaffiliated issuers:		
Temporary investments	-	558,657
Mutual funds	14,067,912	70,450,478
Participant loans	-	2,882,406
Total	\$30,590,387	\$151,100,808

	Net (Depreciation) During Year	Fair Value at End of Year
Year ended November 30, 1994		
Fair value as determined by quoted market prices:		
McCormick & Company, Incorporated:		
Common stock	\$(16,057,655)	\$ 70,518,267
Unaffiliated issuers:		
Temporary investments	-	487,474
Mutual funds	(3,251,960)	56,215,416
Participant loans	-	3,077,917
Total	\$(19,309,615)	\$130,299,074

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

4. Investments (continued)

	Net (Depreciation) Appreciation During Year	Fair Value at End of Year
Year ended November 30, 1993		
Fair value as determined by quoted market prices:		
McCormick & Company, Incorporated:		
Common stock	\$(24,208,095)	\$113,374,707
Unaffiliated issuers:		
Temporary investments	-	19,711,204
Fixed income funds	178,015	-
Mutual funds	181,473	-
Participant loans	-	2,344,381
Total	\$(23,848,607)	\$135,430,292

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

	November 30	
	1995	1994
McCormick & Company, Incorporated common stock	\$77,209,267	\$70,518,267
Fidelity Investments Mutual funds:		
Investment Grade Bond Fund	7,635,346	8,079,985
Growth & Income Portfolio Fund	24,779,958	18,322,246
Retirement Money Market Fund	-	7,070,785
Long-Term Capital Appreciation Fund (Magellan Fund)	32,057,145	22,742,400

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.

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

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, 1995, 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	\$ 33,434	\$ 312,702	\$ (279,268)
32b(1)(F)	Interest--Other loans	269,386	-	269,386
N/A	Dividends--Mutual funds	-	2,216,325	(2,216,325)
32b(4)(C)	Net gain(loss) on sale of assets	1,507,445	5,239,030	(3,731,585)
32b(5)	Unrealized appreciation (depreciation)	14,543,103	25,351,357	(10,808,254)
32b(10)	Registered investment companies	16,766,046	-	16,766,046
		\$33,119,414	\$33,119,414	\$ -

The differences result from differences 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).

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1995

	Total	McCormick Stock Fund	Investment Grade Bond Fund	Growth & Income Portfolio Fund
Assets				
Investments:				
Securities--at market value:				
McCormick & Company, Incorporated common stock	\$ 77,209,267	\$69,830,137	\$ -	\$ -
Unaffiliated issuers:				
Temporary investments	558,657	464,224	7,345	37,668
Mutual funds	70,450,478	-	7,635,346	24,779,958
Participant loans	2,882,406	-	-	-
Employer contributions receivable	1,030,662	-	-	-
Accrued interest and dividends receivable	2,141	1,641	36	151
Cash	117,522	47,008	8,227	21,154
	152,251,133	70,343,010	7,650,954	24,838,931
Liabilities				
Administrative expenses payable	-	-	-	-
Withdrawals payable	-	-	-	-
Plan equity	\$152,251,133	\$70,343,010	\$7,650,954	\$24,838,931

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1995

	Retirement Money Market Fund	Long-Term Capital Appreciation Fund	PAYSOP
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated common stock	\$ -	\$ -	\$3,077,436
Unaffiliated issuers:			
Temporary investments	19,921	20,689	7,078
Mutual funds	5,978,029	32,057,145	-
Participant loans	-	-	-
Employer contributions receivable	-	-	-
Accrued interest and dividends receivable	41	210	27
Cash	7,052	34,081	-
	6,005,043	32,112,125	3,084,541
Liabilities			
Administrative expenses payable	-	-	-
Withdrawals payable	-	-	-
Plan equity	\$6,005,043	\$32,112,125	\$3,084,541

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1995

	RIT Trust	Loans	Unallocated
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated common stock	\$4,301,694	\$ -	\$ -
Unaffiliated issuers:			
Temporary investments	1,732	-	-
Mutual funds	-	-	-
Participant loans	-	2,882,406	-
Employer contributions receivable	-	-	1,030,662
Accrued interest and dividends receivable	19	16	-
Cash	-	-	-
	4,303,445	2,882,422	1,030,662
Liabilities			
Administrative expenses payable	-	-	-
Withdrawals payable	-	-	-
Plan equity	\$4,303,445	\$2,882,422	\$1,030,662

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1994

	Total	McCormick Stock Fund	Investment Grade Bond Fund	Growth & Income Portfolio Fund
Assets				
Investments:				
Securities--at market value:				
McCormick & Company, Incorporated common stock	\$ 70,518,267	\$61,257,536	\$ -	\$ -
Unaffiliated issuers:				
Temporary investments	487,474	486,012	-	-
Mutual funds	56,215,416	-	8,079,985	18,322,246
Participant loans	3,077,917	-	-	-
Employer contributions receivable	4,028,631	-	-	-
Accrued interest and dividends receivable	2,439	1,907	23	90
Cash	30,944	7,923	(8,033)	(462)
	134,361,088	61,753,378	8,071,975	18,321,874
Liabilities				
Administrative expenses payable	-	-	-	-
Withdrawals payable	-	-	-	-
Plan equity	\$134,361,088	\$61,753,378	\$8,071,975	\$18,321,874

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1994

	Retirement Money Market Fund	Long-Term Capital Appreciation Fund	PAYSOP
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated common stock	\$ -	\$ -	\$3,003,752
Unaffiliated issuers:			
Temporary investments	-	-	79
Mutual funds	7,070,785	22,742,400	-
Participant loans	-	-	-
Employer contributions receivable	-	-	-
Accrued interest and dividends receivable	279	121	4
Cash	13,047	11,557	6,912
	7,084,111	22,754,078	3,010,747
Liabilities			
Administrative expenses payable	-	-	-
Withdrawals payable	-	-	-
Plan equity	\$7,084,111	\$22,754,078	\$3,010,747

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1994

	RIT Trust	Loans	Unallocated
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated common stock	\$6,256,979	\$ -	\$ -
Unaffiliated issuers:			
Temporary investments	1,383	-	-
Mutual funds	-	-	-
Participant loans	-	3,077,917	-
Employer contributions receivable	-	-	4,028,631
Accrued interest and dividends receivable	15	-	-
Cash	-	-	-
	6,258,377	3,077,917	4,028,631
Liabilities			
Administrative expenses payable	-	-	-
Withdrawals payable	-	-	-
Plan equity	\$6,258,377	\$3,077,917	\$4,028,631

The McCormick Profit Sharing Plan and PAYSOP

Schedule III--Allocation of Changes in Plan Equity to Investment Programs

Year Ended November 30, 1995

	Total	McCormick Stock Fund	Investment- Grade Bond Fund	Growth & Income Portfolio Fund
Additions				
Employer contributions	\$ 3,209,766	\$ 729,743	\$ 120,387	\$ 315,824
Employee contributions	9,757,400	4,066,290	683,018	1,674,667
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	1,788,884	1,585,651	-	-
Mutual funds	2,216,325	-	517,040	1,213,542
Interest income	312,702	32,301	1,434	3,192
Other, net	(16,049)	-	-	-
	17,269,028	6,413,985	1,321,879	3,207,225
Interfund transfers	-	(1,148,539)	(380,315)	2,789,247
Deductions				
Participant withdrawals	29,573,769	11,249,627	1,753,799	4,339,353
Administrative expenses	395,601	9,429	8,786	9,144
Other, net	-	-	-	-
	29,969,370	11,259,056	1,762,585	4,348,497
Net realized gain (loss) on investment	5,239,030	2,798,719	(173,034)	170,095
Net unrealized appreciation (deprec.) of investments	25,351,357	11,784,523	573,034	4,698,987
Net increase (decrease)	17,890,045	8,589,632	(421,021)	6,517,057
Plan equity at beginning of year	134,361,088	61,753,378	8,071,975	18,321,874
Plan equity at end of year	\$152,251,133	\$70,343,010	\$ 7,650,954	\$24,838,931

The McCormick Profit Sharing Plan and PAYSOP

Schedule III--Allocation of Changes in Plan Equity to Investment Programs

Year Ended November 30, 1995

	Retirement Money Market Fund	Long-Term Capital Appreciation Fund	PAYSOP	RIT Trust
Additions				
Employer contributions	\$ 94,408	\$ 531,015	\$ -	\$ -
Employee contributions	503,779	2,829,646	-	-
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	-	-	75,337	127,896
Mutual funds	377,069	108,674	-	-
Interest income	1,105	4,151	290	843
Other, net	-	-	-	-
	976,361	3,473,486	75,627	128,739
Interfund transfers	2,180,180	1,126,557	(50,648)	(351,082)
Deductions				
Participant withdrawals	4,233,295	4,032,328	646,041	2,976,966
Administrative expenses	2,314	8,498	-	-
Other, net	-	-	-	-
	4,235,609	4,040,826	646,041	2,976,966
Net realized gain (loss) on investment	-	238,281	396,921	1,808,048
Net unrealized appreciation (deprec.) of investments	-	8,560,549	297,935	(563,671)
Net increase (decrease)	(1,079,068)	9,358,047	73,794	(1,954,932)
Plan equity at beginning of year	7,084,111	22,754,078	3,010,747	6,258,377
Plan equity at end of year	\$6,005,043	\$32,112,125	\$3,084,541	\$4,303,445

The McCormick Profit Sharing Plan and PAYSOP

Schedule III--Allocation of Changes in Plan Equity to Investment Programs

Year Ended November 30, 1995

	Loans	Unallocated
Additions		
Employer contributions	\$ -	\$ 1,418,389
Employee contributions	-	-
Earnings from investments:		
Dividends:		
McCormick & Company, Incorporated	-	-
Mutual funds	-	-
Interest income	269,386	-
Other, net	(16,049)	-
	253,337	1,418,389
Interfund transfers	(106,472)	(4,058,928)
Deductions		
Participant withdrawals	342,360	-
Administrative expenses	-	357,430
Other, net	-	-
	342,360	357,430
Net realized gain (loss) on investment	-	-
Net unrealized appreciation (deprec.) of investments	-	-
Net increase (decrease)	(195,495)	(2,997,969)
Plan equity at beginning of year	3,077,917	4,028,631
Plan equity at end of year	\$2,882,422	\$1,030,662

The McCormick Profit Sharing Plan and PAYSOP

Schedule III--Allocation of Changes in Plan Equity to Investment Programs

Year Ended November 30, 1994

	Total	McCormick Stock Fund	Interest Income Fund	Balanced Equity Fund
Additions				
Employer contributions	\$ 6,259,953	\$ 813,828	\$ -	\$ -
Employee contributions	10,660,749	4,835,079	-	-
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	1,763,800	1,516,309	-	-
Mutual funds	2,936,437	-	-	-
Interest income	271,349	47,879	12,570	7,167
Other receipts	108,724	-	-	-
	22,001,012	7,213,095	12,570	7,167
Interfund transfers	-	(21,264,348)	(14,053,008)	(5,467,990)
Deductions				
Participant withdrawals	7,896,638	3,929,115	(453)	-
Administrative expenses	243,886	1,295	(10,547)	217
Other disbursements	-	-	-	-
	8,140,524	3,930,410	(11,000)	217
Net realized gain (loss) on investment	19,624,604	12,578,817	-	-
Net unrealized depreciation of investments	(38,934,219)	(26,331,383)	-	-
Net (decrease) increase	(5,449,127)	(31,734,229)	(14,029,438)	(5,461,040)
Plan equity at beginning of year	139,810,215	93,487,607	14,029,438	5,461,040
Plan equity at end of year	\$134,361,088	\$61,753,378	\$ -	\$ -

The McCormick Profit Sharing Plan and PAYSOP

Schedule III--Allocation of Changes in Plan Equity to Investment Programs

Year Ended November 30, 1994

	Investment- Grade Bond Fund	Growth & Income Portfolio Fund	Retirement Money Market Fund	Long-Term Capital Appreciation Fund
Additions				
Employer contributions	\$ 161,500	\$ 356,072	\$ 64,516	\$ 586,275
Employee contributions	823,995	1,797,993	322,551	2,881,131
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	-	-	-	-
Mutual funds	686,294	958,325	223,912	1,067,906
Interest income	943	1,770	1,151	2,427
Other receipts	-	-	-	-
	1,672,732	3,114,160	612,130	4,537,739
Interfund transfers	8,265,351	16,988,009	7,193,334	20,534,683
Deductions				
Participant withdrawals	727,444	1,117,579	720,098	855,268
Administrative expenses	6,000	1,906	1,255	4,590
Other disbursements	-	-	-	-
	733,444	1,119,485	721,353	859,858
Net realized gain (loss) on investment	(221,425)	17,871	-	(2,844)
Net unrealized depreciation of investments	(911,239)	(678,681)	-	(1,455,642)
Net (decrease) increase	8,071,975	18,321,874	7,084,111	22,754,078
Plan equity at beginning of year	-	-	-	-
Plan equity at end of year	\$8,071,975	\$18,321,874	\$7,084,111	\$22,754,078

The McCormick Profit Sharing Plan and PAYSOP

Schedule III--Allocation of Changes in Plan Equity to Investment Programs

Year Ended November 30, 1994

	PAYSOP	RIT Trust	Loans	Unallocated
Additions				
Employer contributions	\$ -	\$ -	\$ -	\$4,277,762
Employee contributions	-	-	-	-
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	76,969	170,522	-	-
Mutual funds	-	-	-	-
Interest income	452	4,750	192,240	-
Other receipts	-	-	108,724	-
	77,421	175,272	300,964	4,277,762
Interfund transfers	(1,207,000)	(6,584,533)	416,995	(4,821,493)
Deductions				
Participant withdrawals	88,475	459,112	-	-
Administrative expenses	-	(1,025)	-	240,195
Other disbursements	-	-	-	-
	88,475	458,087	-	240,195
Net realized gain (loss) on investment	970,785	6,281,400	-	-
Net unrealized depreciation of investments	(1,688,534)	(7,868,740)	-	-
Net (decrease) increase	(1,935,803)	(8,454,688)	717,959	(783,926)
Plan equity at beginning of year	4,946,550	14,713,065	2,359,958	4,812,557
Plan equity at end of year	\$3,010,747	\$ 6,258,377	\$3,077,917	\$4,028,631

The McCormick Profit Sharing Plan and PAYSOP

Schedule III--Allocation of Changes in Plan Equity to Investment Programs

Year Ended November 30, 1993

	Total	McCormick Stock Fund	Interest Income Fund	Balanced Equity Fund
Additions				
Employer contributions	\$ 6,512,133	\$ 1,393,315	\$ -	\$ -
Employee contributions	8,414,243	7,349,700	1,064,543	-
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	2,070,382	1,675,307	-	-
Mutual funds	138,528	-	-	138,528
Interest income	954,826	22,026	728,885	69,645
Other receipts	292	-	292	-
	18,090,404	10,440,348	1,793,720	208,173
Interfund transfers	-	2,934,963	905,489	71,750
Deductions				
Participant withdrawals	8,338,081	4,362,874	943,017	446,172
Administrative expenses	368,741	7,829	49,302	3,843
Other disbursements	1,390	1,390	-	-
	8,708,212	4,372,093	992,319	450,015
Net realized gain on investment	4,231,911	1,589,177	253,209	400,770
Net unrealized depreciation of investments	(28,080,518)	(20,999,942)	(75,192)	(219,298)
Net (decrease) increase	(14,466,415)	(10,407,547)	1,884,907	11,380
Plan equity at beginning of year	154,276,630	103,895,154	12,144,531	5,449,660
Plan equity at end of year	\$139,810,215	\$ 93,487,607	\$14,029,438	\$5,461,040

The McCormick Profit Sharing Plan and PAYSOP

Schedule III--Allocation of Changes in Plan Equity to Investment Programs

Year Ended November 30, 1993

	PAYSOP	RIT Trust	Loans	Unallocated
Additions				
Employer contributions	\$ -	\$ -	\$ -	\$5,118,818
Employee contributions	-	-	-	-
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	95,079	299,996	-	-
Mutual funds	-	-	-	-
Interest income	49	806	133,415	-
Other receipts	-	-	-	-
	95,128	300,802	133,415	5,118,818
Interfund transfers	(1,618)	-	381,819	(4,292,403)
Deductions				
Participant withdrawals	201,697	2,384,321	-	-
Administrative expenses	419	1,087	-	306,261
Other disbursements	-	-	-	-
	202,116	2,385,408	-	306,261
Net realized gain on investment	257,790	1,730,965	-	-
Net unrealized depreciation of investments	(1,399,103)	(5,386,983)	-	-
Net (decrease) increase	(1,249,919)	(5,740,624)	515,234	520,154
Plan equity at beginning of year	6,196,469	20,453,689	1,844,724	4,292,403
Plan equity at end of year	\$4,946,550	\$14,713,065	\$2,359,958	\$4,812,557

The McCormick Profit Sharing Plan and PAYSOP

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

November 30, 1995

Description	Shares Held	Cost Value	Market Value
Temporary investments:			
Norwest Short Term Investment Fund	558,657	\$ 558,657	\$ 558,657
McCormick & Company, Incorporated: Common stock	3,268,117	43,420,384	77,209,267
Fidelity Investments Mutual Funds:			
Investment Grade Bond Fund	1,043,080	7,970,883	7,635,346
Growth & Income Portfolio Fund	928,088	20,781,178	24,779,958
Retirement Money Market Fund	5,978,029	5,978,029	5,978,029
Long-Term Capital Appreciation Fund (Magellan Fund)	348,485	24,960,450	32,057,145
Participant loans (average interest rate of 9%)		2,882,406	2,882,406
		\$106,551,987	\$151,100,808

THE McCORMICK PROFIT SHARING PLAN & PAYSOP

Item 27d - Schedule of Reportable Transactions

Account Number 1277890C

SCHEDULE L-1

For the period 12/01/94
through 11/30/95

5% REPORTABLE TRANSACTIONS

Page 7

SINGLE TRANSACTIONS

Beginning Value
\$130,325,545

A. Identity of Party Involved	C. Purchase Price	D. Selling Price	F. Expenses Incurred w/Trades	G. Cost of Security	H. Current Value	I. Net Gain or Loss
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***No single reportable transactions.

THE McCORMICK PROFIT SHARING PLAN & PAYSOP

Item 27d - Schedule of Reportable Transactions

Account Number 1277890C

For the period 12/01/94
through 11/30/95

SCHEDULE L-2

5% REPORTABLE TRANSACTIONS

Page 8

SERIES OF TRANSACTIONS IN THE SAME SECURITY Beginning Value
\$130,325,545

B. Description of Security	C. Purchase Price	D. Selling Price	F. Expenses Incurred w/Trades Purchases	Incurring Sales	Total
Norwest Short Term Investment Fund	\$28,838,933	\$28,769,981			
Number of Trades/ % of Beginning Value	482/ 22.13%	411/ 22.08%			
Fidelity Magellan Fund, Inc.	\$ 3,998,824	\$ 3,177,745			
Number of Trades/ % of Beginning Value	31/ 3.07%	13/ 2.44%			
Fidelity Money Mkt Tr Retirement Money Mkt Portfolio	\$ 3,053,169	\$ 4,080,250			
Number of Trades/ % of Beginning Value	42/ 2.34%	20/ 3.13%			
Fidelity Secs Fund Growth & Income Portfolio	\$ 5,253,242	\$ 3,468,065			
Number of Trades/ % of Beginning Value	37/ 4.03%	18/ 2.66%			
McCormick & Co., Inc. Common Voting	\$ 4,417,424	\$ 8,765,133			
Number of Trades/ % of Beginning Value	32/ 3.39%	31/ 6.73%			

THE McCORMICK PROFIT SHARING PLAN & PAYSOP

Item 27d - Schedule of Reportable Transactions

Account Number 1277890C

For the period 12/01/94
through 11/30/95

SCHEDULE L-2

5% REPORTABLE TRANSACTIONS

Page 8

SERIES OF TRANSACTIONS IN THE SAME SECURITY Beginning Value
\$130,325,545

B. Description of Security	G. Cost of Security	H. Current Value	I. Net Gain or Loss
Norwest Short Term Investment Fund Number of Trades/ % of Beginning Value	\$28,769,981	\$57,608,914 893/ 44.20%	
Fidelity Magellan Fund, Inc. Number of Trades/ % of Beginning Value	\$ 2,939,464	\$ 7,176,569 44/ 5.51%	\$ 238,281
Fidelity Money Mkt Tr Retirement Money Mkt Portfolio Number of Trades/ % of Beginning Value	\$ 4,080,250	\$ 7,133,420 62/ 5.47%	
Fidelity Secs Fund Growth & Income Portfolio Number of Trades/ % of Beginning Value	\$ 3,297,970	\$ 8,721,307 55/ 6.69%	\$ 170,095
McCormick & Co., Inc. Common Voting Number of Trades/ % of Beginning Value	\$ 4,264,534	\$13,182,557 63/ 10.12%	\$4,500,599

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 May 23, 1996, with respect to the financial statements and supplemental schedules of The McCormick Profit Sharing Plan and PAYSOP for the year ended November 30, 1995 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	33-58197	3/23/95
S-3	33-66614	7/27/93
S-3	33-40920	5/29/91
S-8	33-33724	3/02/90
S-8	33-33725	3/02/90
S-3	33-32712	12/21/89
S-8	33-24660	3/16/89
S-8	33-24658	9/15/88

ERNST & YOUNG LLP

Baltimore, Maryland
May 23, 1996

