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

FORM 10-K

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

For the fiscal year ended November 30, 1999   Commission file number 0-748

MCCORMICK & COMPANY, INCORPORATED

Maryland	52-0408290
(State of incorporation)	(IRS 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: Not applicable

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 /X/ 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. /X/

The aggregate market value of the voting stock held by non-affiliates of the registrant at January 31, 2000........... $ 166,065,781

The aggregate market value of the non-voting stock held by non-affiliates of the registrant at January 31, 2000........... $1,578,781,634

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	9,116,850	January 31, 2000
Common Stock Non-Voting	60,079,720	January 31, 2000

DOCUMENTS INCORPORATED BY REFERENCE

DOCUMENT	PART OF 10-K INTO WHICH INCORPORATED
Registrant's 1999 Annual Report to Stockholders.....	Part I, Part II, Part IV
Registrant's Proxy Statement dated February 15, 2000...	Part III

PART I

As used herein, the "Registrant" means McCormick & Company, Incorporated and its subsidiaries, unless the context otherwise requires.

ITEM 1. BUSINESS

The Registrant, a diversified specialty food company, is a global leader in the manufacture, marketing and distribution of spices, herbs, seasonings, flavorings and other specialty food products to the entire food industry. The Registrant also, through subsidiary corporations, manufactures and markets specialty plastic bottles and tubes for food, personal care and other industries. The Registrant was formed in 1915 under Maryland law as the successor to a business established in 1889.

The Registrant operates in three business segments: consumer; industrial; and packaging. The consumer segment sells spices, herbs, extracts, proprietary seasoning blends, sauces and marinades to the consumer food market under a variety of brands, including the "McCormick" brand, and the "Club House" brand in Canada, and the "Schwartz" brand in the U.K. The industrial segment sells spices, herbs, extracts, proprietary seasonings, condiments, coatings and compound flavors to food processors, restaurant chains, distributors, warehouse clubs and institutional operations. The packaging segment sells plastic packaging products to the food, personal care and other industries, primarily in the U.S. See Note 12 of the Notes to Consolidated Financial Statements on pages 35 and 36 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference. Additional financial information about the Registrant's business segments is incorporated by reference from "Management's Discussion and Analysis" on pages 18 through 20 of the Annual Report to Stockholders for 1999.

The Registrant's Annual Report to Stockholders for 1999, which is enclosed as Exhibit 13, contains a description of the business in the "Report on Operations" on pages 7 through 17, which is incorporated by reference. Unless otherwise indicated, all references to amounts in this Report or in the Registrant's Annual Report to Stockholders for 1999 are amounts from continuing operations.

RAW MATERIALS

Many of the spices and herbs purchased by the Registrant are imported into the U.S. from the country of origin, although significant quantities of some materials, such as paprika, dehydrated vegetables, onion and garlic, and food ingredients other than spices and herbs, originate in the U.S. The Registrant is a direct importer of certain raw materials, mainly black pepper, vanilla beans, cinnamon, herbs and seeds from the countries of origin. In addition, the Registrant also purchases cheese and dairy powders from U.S. sources for use in many industrial products.

The raw materials most important to the Registrant are cheese and dairy powders, black pepper, onion, garlic and capsicums (paprika and chili peppers) and vanilla beans. The Registrant is not aware of any restrictions or other factors that would have a material adverse effect on the availability of these raw materials. Because the raw materials are agricultural products, the Registrant uses a combination of open market purchases and advance purchase commitments, most of which are short-term in nature, to minimize volatility in price and uncertainty of supply.

Substantially all of the raw materials used in the packaging segment originate in the U.S.

CUSTOMERS

The Registrant's products are sold through its own sales organization, brokers and distributors. In the consumer segment, these products are generally resold to consumers through grocery, mass merchandise, drug and other retail outlets. In the industrial segment, these products are used by food and beverage manufacturers as ingredients for their finished goods and by foodservice customers to enhance the flavor of their foods. In the packaging segment, plastic bottles and tubes are sold to pharmaceutical, cosmetics and other companies in the personal care industry as well as to the food industry.

The Registrant has a large number of customers for its products. No single customer accounted for as much as 10% of consolidated net sales in 1999. Sales to the Registrant's five largest customers represented approximately 21% of consolidated net sales. In the Registrant's industrial segment, three customers represented approximately one-third of net sales.

The dollar amount of backlog orders of the Registrant's business is not material to an understanding of the Registrant's business, taken as a whole. No material portion of the Registrant's business is subject to renegotiation of profits or termination of contracts or subcontracts at the election of the Government.

TRADEMARKS, LICENSES AND PATENTS

The Registrant owns a number of trademark registrations. Although in aggregate these trademarks may be material to the Registrant's business, the loss of any one of those trademarks, with the exception of the Registrant's "McCormick," "Schwartz" and "Club House" trademarks, would not have a material adverse effect on the Registrant's business. The "McCormick" trademark is extensively used by the Registrant in connection with the sale of virtually all of the Registrant's food products worldwide, with the exception of Canada and the U.K. The terms of the trademark registrations are as prescribed by law and the registrations will be renewed for as long as the Registrant deems them to be useful.

The Registrant has entered into a number of license agreements authorizing the use of its trademarks by affiliated and non-affiliated entities. In the aggregate, the loss of license agreements with non-affiliated entities would not have a material adverse effect on the Registrant's business. The terms of the license agreements are generally 3 to 5 years or until such time as either party terminates the agreement. Those agreements with specific terms are renewable upon agreement of the parties.

The Registrant owns various patents, but they are not viewed as material to the Registrant's business.

SEASONAL NATURE OF BUSINESS

Due to seasonal factors inherent in the business, the Registrant's sales and income are lower in the first two quarters of the fiscal year and increase in the third and fourth quarters. The seasonality reflects customer and consumer buying patterns, primarily in the consumer segment.

WORKING CAPITAL

In order to meet increased demand for its products during its fourth quarter, the Registrant usually builds its inventories during the third quarter. The Registrant generally finances working capital items (inventory and receivables) through short-term borrowings, which include the use of lines of credit and the issuance of commercial paper. For a description of the Registrant's liquidity and capital resources, see Note 4 of the Notes to Consolidated Financial Statements on page 31 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference, and the "Financial Condition" section of "Management's Discussion and Analysis" on pages 20 and 21 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference.

COMPETITION

The Registrant is a global leader in the manufacture and sale of spices, herbs, extracts, seasonings and flavorings and competes in a geographic market that is international and highly competitive. For further discussion, see pages 7 through 15 of the "Report on Operations" in the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference.

RESEARCH AND QUALITY CONTROL

The Registrant has emphasized quality and innovation in the development, production and packaging of its products. Many of the Registrant's products are prepared from confidential formulae developed by its research laboratories and product development departments. The long experience of the Registrant in its field contributes substantially to the quality of the products offered for sale. Quality specifications exist for the Registrant's products, and continuing quality control inspections and testing are performed. Total expenditures for these and other related activities during fiscal years 1999, 1998 and 1997 were approximately $42.8 million, $38.9 million and $37.7 million, respectively. Of these amounts, expenditures for research and development amounted to $21.4 million in 1999, $16.9 million in 1998 and $16.1 million in 1997. The amount spent on customer-sponsored research activities is not material.

ENVIRONMENTAL REGULATIONS

Compliance with Federal, State and local provisions related to protection of the environment has had no material effect on the Registrant's business. There were no material capital expenditures for environmental control facilities in 1999 and there are no material expenditures planned for such purposes in 2000.

EMPLOYEES

The Registrant had on average approximately 7,300 employees during 1999.

INTERNATIONAL OPERATIONS

The Registrant is subject in varying degrees to certain risks typically associated with a global business, such as local economic and market conditions, exchange and price controls, restrictions on investments, royalties and dividends and exchange rate fluctuations. Within the consumer and industrial segments, approximately one-third of net sales in 1999 was from international operations.

For additional information, see Note 12 of the Notes to Consolidated Financial Statements on pages 35 and 36 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference, and the "Market Risk Sensitivity" section of "Management's Discussion and Analysis" on pages 22 through 23 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference.

FORWARD-LOOKING INFORMATION

For a discussion of forward-looking information, see the "Forward-Looking Information" section of "Management's Discussion and Analysis" on page 24 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference.

ITEM 2. PROPERTIES

The Registrant's principal executive offices and main research facilities are owned and located in suburban Baltimore, Maryland.

The following is a list of the Registrant's principal manufacturing properties, all of which are owned except for the Cranbury, New Jersey and Sydney, Australia facilities:

United States
- Hunt Valley, Maryland - consumer and industrial (5 principal plants)
- Salinas, California - consumer and industrial
- Commerce, California - consumer
- Dallas, Texas - industrial
- Atlanta, Georgia - industrial
- South Bend, Indiana - industrial
- Anaheim, California - packaging
- Oxnard, California - packaging
- Easthampton, Massachusetts - packaging
- Cranbury, New Jersey - packaging

Canada
- London, Ontario - consumer and industrial
- Mississauga, Ontario - industrial

United Kingdom
- Haddenham, England - consumer and industrial
- Paisley, Scotland - industrial

Australia
- Melbourne - consumer and industrial
- Sydney - consumer and industrial

China
- Shanghai - consumer and industrial
- Guangzhou - industrial

In addition to distribution facilities and warehouse space available at its manufacturing facilities, the Registrant leases a regional distribution facility in Belcamp, Maryland. The Registrant also owns or leases several other properties used for manufacturing consumer and industrial products and for sales, distribution and administrative functions.

The Registrant's plants and principal properties are well-maintained and adequate to support the current operations of the business and certain additional growth.

ITEM 3. LEGAL PROCEEDINGS

As previously reported by the Registrant, the Federal Trade Commission initiated an investigation of certain sales and marketing practices of the Registrant's retail division in 1996 pursuant to Section 5 of the Federal Trade Commission Act. During the course of the investigation, the Commission Staff reviewed more than 2,200 contracts between the Registrant and its retail customers. At the conclusion of the investigation, the Commission Staff asserted that the Registrant had not satisfied the "meeting competition" defense of the Robinson-Patman Act in connection with three contracts which were negotiated in 1994 and 1995. The Staff recommended that the Commission file an administrative complaint against the Registrant based on those findings.

The Registrant has signed a settlement agreement negotiated with the Commission Staff. The agreement provides that the Registrant will not violate Section 2(a) of the Robinson-Patman Act, which relates to price discrimination, and that it will document for a period of ten years all information on which it bases its "meeting competition" defense under Section 2(b) of the Act. The agreement does not constitute an admission by the Registrant that the law has been violated and has no adverse financial impact on the Registrant. The agreement is subject to acceptance by the Commission.

The settlement agreement will not affect the ability of the Registrant to compete for business in the future nor will it have any impact on the Registrant's relationships with its customers. The Registrant plans to make some adjustments to its internal record-keeping procedures, but these adjustments will not affect the way in which the Registrant markets and sells its products.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted during the fourth quarter of Registrant's fiscal year 1999 to a vote of security holders.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Registrant has disclosed in Note 14 of the Notes to Consolidated Financial Statements on page 36 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference, the information relating to the market price and dividends paid on Registrant's common stocks.

The Registrant's non-voting common stock is listed and traded on the New York Stock Exchange, and its voting common stock is traded over-the-counter. The approximate number of holders of common stock of the Registrant based on record ownership as of January 31, 2000 was as follows:

Title of Class	Approximate Number of Record Holders
Common Stock, no par value	2,000
Common Stock Non-Voting, no par value	9,000

ITEM 6. SELECTED FINANCIAL DATA

This information is set forth on the line items entitled "Net sales," "Net income-continuing operations," "Earnings per share - assuming dilution - continuing operations," "Common dividends declared," "Long-term debt" and "Total assets" in the "Historical Financial Summary" on page 38 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This information is set forth in "Management's Discussion and Analysis" on pages 18 through 24 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MATERIAL RISK

This information is set forth in the "Market Risk Sensitivity" section of "Management's Discussion and Analysis" on pages 22 through 23 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplementary data are included on pages 25 through 36 of the Registrant's Annual Report to Stockholders for 1999, which pages are incorporated by reference. The Report of Independent Auditors from Ernst & Young LLP on such financial statements is included on page 37 of the Registrant's Annual Report to Stockholders for 1999, which page is incorporated by reference. The supplemental schedule for 1997, 1998 and 1999 is included on page 12 of this Report on Form 10-K.

The unaudited quarterly data is included in Note 14 of the Notes to Consolidated Financial Statements on page 36 of the Registrant's Annual Report to Stockholders for 1999, which is incorporated by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

No response is required to this item.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The Registrant has filed with the Commission a definitive copy of its Proxy Statement dated February 15, 2000, which sets forth the information required by this Item in the "Election of Directors" section on pages 3 through 6, which are incorporated by reference. In addition to the executive officers and directors discussed in the Proxy Statement, J. Allan Anderson, Kenneth A. Kelly, Jr., Christopher J. Kurtzman, Robert W. Skelton and Gordon M. Stetz, Jr. are also executive officers of the Registrant.

Mr. Anderson is 53 years old and has had the following work experience during the last five years: 2/00 to present - Senior Vice President; 1/92 to 2/00 - Vice President and Controller.

Mr. Kelly is 44 years old and has had the following work experience during the last five years: 2/00 to present - Vice President and Controller; 7/97 to 2/00 - Vice President of Finance and Administration/McCormick Schilling Division; 3/96 to 7/97 - Director of Corporate Accounting; 10/94 to 3/96 - Assistant Corporate Controller, United Technologies Corporation.

Mr. Kurtzman is 47 years old and has had the following work experience during the last five years: 2/96 to present - Vice President and Treasurer; 5/94 to 2/96 - Assistant Treasurer-Domestic.

Mr. Skelton is 52 years old and has had the following work experience during the last five years: 6/97 to present - Vice President, General Counsel and Secretary; 4/96 to 6/97 - Vice President and General Counsel; 1/84 to 4/96 - Assistant Secretary and Associate General Counsel.

Mr. Stetz is 39 years old and has had the following work experience during the last five years: 6/98 to present - Vice President, Acquisitions and Financial Planning; 2/95 to 6/98 - Assistant Treasurer, Investor Relations/Financial Services.

ITEM 11. EXECUTIVE COMPENSATION

The Registrant has filed with the Commission a definitive copy of its Proxy Statement dated February 15, 2000, which sets forth the information required by this Item on pages 7 through 15, which pages are incorporated by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The Registrant has filed with the Commission a definitive copy of its Proxy Statement dated February 15, 2000, which sets forth the information required by this Item on pages 4 through 6, which pages are incorporated by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Registrant has filed with the Commission a definitive copy of its Proxy Statement dated February 15, 2000, which sets forth the information required by this Item at page 7, which page is incorporated by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) The following documents are filed as a part of this Form:

1. The consolidated financial statements for McCormick & Company, Incorporated and subsidiaries which are listed in the Table of Contents appearing on page 11 of this Report.

2. The financial statement schedules required by Item 8 of this Form 10-K which are listed in the Table of Contents appearing on page 11 of this Report.

3. The exhibits which are filed as a part of this Form 10-K and required by Item 601 of Regulation S-K are listed on the accompanying Exhibit Index at pages 13 and 14 of this Report.

(b) The Registrant filed no reports during the last quarter of its fiscal year 1999 on Form 8-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

MCCORMICK & COMPANY, INCORPORATED

By:

/s/ Robert J. Lawless Robert J. Lawless	Chairman, President & Chief Executive Officer	February 21, 2000

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Principal Executive Officer:

/s/ Robert J. Lawless Robert J. Lawless	Chairman, President & Chief Executive Officer	February 21, 2000

Principal Financial Officer:

/s/ Francis A. Contino Francis A. Contino	Executive Vice President & Chief Financial Officer	February 21,2000

Principal Accounting Officer:

s/ Kenneth A. Kelly, Jr. Kenneth A. Kelly, Jr.	Vice President & Controller	February 21, 2000

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons, being a majority of the Board of Directors of McCormick & Company, Incorporated, on the date indicated:

THE BOARD OF DIRECTORS:	DATE:
/s/ James T. Brady James T. Brady	February 21, 2000
/s/ Francis A. Contino Francis A. Contino	February 21, 2000
/s/ Robert G. Davey Robert G. Davey	February 21, 2000
/s/ Edward S. Dunn, Jr. Edward S. Dunn, Jr.	February 21, 2000
/s/ Freeman A. Hrabowski, III Freeman A. Hrabowski, III	February 21, 2000
/s/ Robert J. Lawless Robert J. Lawless	February 21, 2000
/s/ Carroll D. Nordhoff Carroll D. Nordhoff	February 21, 2000
/s/ Robert W. Schroeder Robert W. Schroeder	February 21, 2000
/s/ William E. Stevens William E. Stevens	February 21, 2000
/s/ Karen D. Weatherholtz Karen D. Weatherholtz	February 21, 2000

MCCORMICK & COMPANY, INCORPORATED

TABLE OF CONTENTS AND RELATED INFORMATION

Included in the Registrant's 1999 Annual Report to Stockholders, the following consolidated financial statements are incorporated by reference in Item 8*:

Included in Part IV of this Annual Report:

Schedules other than those listed above are omitted because of the absence of the conditions under which they are required or because the information called for is included in the consolidated financial statements or notes thereto.

* PURSUANT TO RULE 12b-23 ISSUED BY THE COMMISSION UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, A COPY OF THE 1999 ANNUAL REPORT TO STOCKHOLDERS OF THE REGISTRANT FOR ITS FISCAL YEAR ENDED NOVEMBER 30, 1999 ACCOMPANIES THIS ANNUAL REPORT ON FORM 10-K.

Supplemental Financial Schedule II
Consolidated

McCORMICK & COMPANY, INCORPORATED

VALUATION AND QUALIFYING ACCOUNTS
(IN MILLIONS)

Column A	Column B	Column C	Column D	Column E
Description	Balance Beginning of Year	Additions Costs and Expenses	Deductions	Balance at End of Year
Year ended November 30, 1999 Allowance for doubtful receivables	$4.0	$1.7	$1.9 (1)	$3.8
Year ended November 30, 1998 Allowance for doubtful receivables	$3.7	$1.3	$1.0 (1)	$4.0
Year ended November 30, 1997 Allowance for doubtful receivables	$3.5	$1.0	$0.8 (1)	$3.7

Note:

(1) Accounts written off net of recoveries.

EXHIBIT INDEX

ITEM 601 EXHIBIT NUMBER		REFERENCE OR PAGE
(2)	Plan of acquisition, reorganization, arrangement, liquidation or succession	Not applicable.
(3)	Articles of Incorporation and By-Laws	
	Restatement of Charter of McCormick & Company, Incorporated dated April 16, 1990	Incorporated by reference from Registration Form S-8, Registration No. 33-39582 as filed with the Securities and Exchange Commission on March 25, 1991.
	Articles of Amendment to Charter of McCormick & Company, Incorporated dated April 1, 1992	Incorporated by reference from Registration Form S-8 Registration Statement No. 33-59842 as filed with the Securities and Exchange Commission on March 19, 1993.
	By-laws of McCormick & Company, Incorporated - Restated and Amended as of June 17, 1996	Incorporated by reference from Registrant's Form 10-Q for the quarter ended May 31, 1996 as filed with the Securities and Exchange Commission on July 12, 1996.
(4)	Instruments defining the rights of security holders, including indentures	With respect to rights of securities, see Exhibit 3 (Restatement of Charter). No instrument of Registrant with respect to long-term debt involves an amount of authorized securities which exceeds 10 percent of the total assets of the Registrant and its subsidiaries on a consolidated basis. Registrant agrees to furnish a copy of any such instrument upon request of the Commission.
(9)	Voting Trust Agreement	Not applicable.
(10)	Material Contracts	

i) Registrant's supplemental pension plan for certain senior officers is described in the McCormick Supplemental Executive Retirement Plan, a copy of which was attached as Exhibit 10.1 to the Registrant's Report on Form 10-K for the fiscal year 1992 as filed with the Securities and Exchange Commission on February 17, 1993, which report is incorporated by reference.

ii) Stock option plans, in which directors, officers and certain other management employees participate, are described in Registrant's S-8 Registration Statements Nos. 33-33725 and 33-23727 as filed with the Securities and Exchange Commission on March 2, 1990 and March 21, 1997 respectively, which statements are incorporated by reference.

iii) Asset Purchase Agreement among the Registrant, Gilroy Foods, Inc. and ConAgra, Inc. dated August 28, 1996 which agreement is incorporated by reference from Registrant's Report on Form 8-K as filed with the Securities and Exchange Commission on September 13, 1996.

iv) Asset Purchase Agreement among the Registrant, Gilroy Energy Company, Inc. and Calpine Gilroy Cogen, L.P., dated August 28, 1996 which agreement is incorporated by reference from Registrant's Report on Form 8-K as filed with the Securities and Exchange Commission on September 13, 1996.

v) Mid-Term Incentive Program provided to a limited number of senior executives, a description of which is incorporated by reference from pages 19 and 20 of the Registrant's definitive Proxy Statement dated February 18, 1998, as filed with the Commission on February 17, 1998, which pages are incorporated by reference.

vi) Amendment to the Letter Agreement between Registrant and Charles P. McCormick, Jr. effective December 1, 1998, a copy of which was attached as Exhibit 10.1 to the Registrant's Report on Form 10-K for the fiscal year 1998, as filed with the Securities and Exchange Commission on February 24, 1999, which report is incorporated by reference.

(11) Statement re computation of per-share earnings.	Not applicable.
(12) Statements re computation of ratios.	Pages 20 and 21 of Exhibit 13.
(13) Annual Report to Security Holders	
McCormick & Company, Incorporated Annual Report to Stockholders for 1999	Submitted in electronic format.
(16) Letter re change in certifying accountant	Not applicable.
(18) Letter re change in accounting principles	Not applicable.
(21) Subsidiaries of the Registrant	Page 39 of Exhibit 13.
(22) Published report regarding matters submitted to vote of securities holders	Not applicable.
(23) Consent of independent auditors	Page 15 of this Report on Form 10-K.
(24) Power of attorney	Not applicable.
(27) Financial Data Schedule	Submitted in electronic format only.
(99) Additional exhibits	Registrant's definitive Proxy Statement dated February 15, 2000

[LOGO]

MCCORMICK & COMPANY
1999 ANNUAL REPORT

[GRAPHIC]

A YEAR OF ACCELERATED GROWTH

Contents

Our Mission

The primary mission of McCormick & Company is to profitably expand its worldwide leadership position in the spice, seasoning and flavoring markets.

Company Description

McCormick 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. In addition, our packaging group manufactures and markets specialty plastic bottles and tubes for food, personal care and other industries. Founded in 1889, McCormick has 7,300 employees.

Annual Meeting

The annual meeting will be held at 10 A.M., Wednesday, March 15, 2000, at Marriott's Hunt Valley Inn, 245 Shawan Road (exit 20A off I-83 north of Baltimore), Hunt Valley, Maryland 21031.

The scent for this year's annual report is cinnamon.

A YEAR OF... RECORD SALES...
NEW PRODUCTS WITH BOLD FLAVORS...
GROSS PROFIT MARGIN IMPROVEMENT...
RECORD EARNINGS... WORKING CAPITAL MANAGEMENT...
EVA GROWTH... MEETING OUR GOALS

[GRAPHIC]

Financial Highlights

FOR THE YEAR ENDED NOVEMBER 30 (MILLIONS EXCEPT PER SHARE DATA)

	1999	1998	% CHANGE
Net sales	$ 2,006.9	$ 1,881.1	6.7
As reported:			
Gross profit margin	35.7%	34.5%	
Operating income	$ 176.9	$ 182.8	(3.2)
Net income	103.3	103.8	(0.5)
Earnings per share - assuming dilution	1.43	1.41	1.4
Excluding impact of special charges:			
Gross profit margin	35.8%	34.5%	
Operating income	195.9	185.1	5.8
Net income	121.7	105.3	15.6
Earnings per share - assuming dilution	1.69	1.43	18.2
Dividends paid per share	$ .68	$ .64	6.3
Market price per share - close	32.06	33.38	(4.0)
Average shares outstanding - assuming dilution	72.0	73.8	(2.4)
Economic value added (EVA)(1)	$ 42.3	$ 33.1	27.8

(1) AN "EVA" MARK IS OWNED BY STERN STEWART & CO. MCCORMICK DEFINES ECONOMIC VALUE ADDED AS NET INCOME FROM OPERATIONS, EXCLUDING INTEREST, IN EXCESS OF A CAPITAL CHARGE FOR AVERAGE CAPITAL EMPLOYED.

	95	96	97	98	99
Net Sales (Continuing Operations) in billions	1.6911	1.7325	1.8010	1.8811	2.0069
Earnings Per Share--Assuming Dilution					
As Reported	$1.20	$0.52	$1.30	$1.41	$1.43
Before Special charges/Disc Ops/Extra	$1.04	$1.03	$1.26	$1.43	$1.69
Economic Value Added in millions	(3.7)	(44.6)	23.4	33.1	42.3

[PHOTO]

ROBERT J. LAWLESS, CHAIRMAN, PRESIDENT
& CHIEF EXECUTIVE OFFICER

LETTER TO SHAREHOLDERS

We are pleased to report that 1999 was an excellent year for McCormick. The Company achieved record earnings and for the first time in our history, sales exceeded $2 billion. We accomplished these results and established a platform for continued growth in the future.

McCormick's management team is dedicated to providing superior returns to our shareholders. Accordingly, we committed to aggressive financial objectives for 1999. This year's results reflect the attainment of these goals: sales growth reached 6.7%; gross profit margin before special charges improved from 34.5% to 35.8%; earnings per share before special charges grew by 18.2%; EVA increased $9.2 million; and free cash flow totaled $131 million.

McCormick has paid dividends every year since 1925, and dividends have increased by 300% during the past 10 years. In December 1999, the Board of Directors raised the dividend by 12% as an indication of management's confidence in our future. Additionally, a new $250 million stock repurchase program was authorized by your Board in March 1999.

A major contributor to the past year's success was the outstanding performance of our consumer business. Extensive advertising and promotional programs helped drive this growth. These marketing efforts were directed primarily at convenient value-added products, such as our GRILL MATES-Registered Trademark- line of grilling seasonings and marinades. Recent research indicates that 75% of families still eat dinner together at least four nights a week, which supports our belief that dinner is an important family time.

We are committed to the development of tasty, easy-to-use new products to satisfy consumer demand. To this end, we launched a line of zesty new products designed to add excitement to meals while being user friendly. FLAVOR MEDLEYS-TM- are four liquid sauces that can be used to bake, broil, grill or saute. SPICE BLENDS-C-, a companion line of shake-on blends with zesty tastes and lively names, includes "Sante Fe Style," which is featured on the cover of this annual report. Since the introduction of these products last June, more than 95% of our customers have placed all seven products in the spice section of their stores. Significant television and print advertising is ongoing to build consumer interest.

In Canada, expanded distribution, increased consumer advertising and innovative new products drove sales growth. A line of convenient, flavorful seasoning blends called ONE STEP SEASONINGS-TM- was expanded in 1999 and has gained nearly 100% acceptance by our customers. In the United Kingdom, we continued to build volume with the SCHWARTZ MAKE IT FRESH!-Registered Trademark- line launched in 1998. The line gained more than five share points in its category and has been one of our most successful product launches ever. Twenty-five new products were introduced in

Australia, including a line of barbecue and grilling items. Our plant in Guangzhou, China expanded into consumer products such as ketchup, jams and ice cream toppings.

Our industrial business also had an extremely strong year. McCormick's product research and development expertise and ability to provide technically advanced flavor solutions to our customers are key ingredients to our success. We are the cinnamon in your cereal, the sauce on your lunchtime sandwich or the seasoning on your dinner entree at a favorite restaurant. Every day, no matter where you eat or what you eat, you are likely to taste something flavored by McCormick.

Several very successful new products, using flavors developed by McCormick, were launched by key industrial customers in 1999. Our focus on the value-added compound flavor business in 1999 led to 20% growth in this area. In the foodservice arena, we were successful in adding new distribution in the warehouse club segment. And, as foodservice distributors consolidate, we benefit from our reputation as a dependable supplier of high quality products for the restaurant industry.

Our packaging business showed modest improvement this year after a challenging 1998. While the plastic container market remains soft, we achieved 7% sales growth in 1999. We continue to focus on improving efficiencies and controlling costs.

One of McCormick's key objectives for 1999 was to raise gross profit margin. We met this objective through a better product mix and cost reduction efforts. Our marketing and sales initiatives have been instrumental in returning consumers to our branded products. The emphasis on compound flavors in our industrial business is favorably impacting gross profit margin as well. Activity based costing and global sourcing tools enhanced our supply chain management in 1999, and we believe that over time these initiatives and others will return gross profit margin to historic highs.

Several actions were also taken to streamline operations, primarily in Europe. The Company consolidated certain U.K. manufacturing units and realigned operations between the U.K. and other European locations. These actions have impacted and will continue to impact profit favorably.

Contribution from our joint ventures improved significantly in 1999. In particular, our Mexican partnership benefited from stronger operations and a stable currency. While the economic environment in Japan continues to recover, we are working closely with our partners to achieve better results.

On May 25th, McCormick listed its stock on The New York Stock Exchange (NYSE) with the ticker symbol MKC. This move provides increased liquidity and trade efficiency and gives McCormick greater global visibility.

As our fiscal year came to a close, McCormick commenced "Beyond 2000," a significant business improvement and technology blueprint project. This program will redefine the future state of business processes and technology for each of our operations and for the global enterprise as a whole. It will change the way we meet and exceed the expectations of our world class customers. Critical information will flow more efficiently to our employees, customers and suppliers using current, yet ever-changing, e-business solutions. "Beyond 2000," spanning the next three to five years, will encompass all systems including sales and marketing, manufacturing, global sourcing and purchasing, distribution, financial, human resources and research and development. We are confident that the payback will more than justify the investment in this project. "Beyond 2000" is a project we cannot afford to postpone.

OUR CORE VALUES

WE BELIEVE...

- OUR PEOPLE ARE THE MOST IMPORTANT INGREDIENT TO OUR SUCCESS.
- IN CONTINUOUSLY ADDING VALUE FOR OUR SHAREHOLDERS.
- CUSTOMERS ARE THE REASON WE EXIST.
- IN DOING BUSINESS HONESTLY AND ETHICALLY.
- IN FOCUSED ACHIEVEMENT OF GOALS AND OBJECTIVES THROUGH TEAMWORK.

Last March, I was afforded the opportunity to succeed Buzz McCormick as Chairman. We thank Buzz for his 50 years of dedication and leadership through both challenging and rewarding periods in McCormick's history. During the year, Chris Cruger, who had served the Food Service Group as VP & General Manager since 1995, retired. We thank Chris for his vision and record-setting achievements and congratulate Chuck Langmead who was named his successor. Bob Schroeder was named President - U.S. Consumer Foods, Al Anderson was promoted to Senior VP, and Karen Weatherholtz was promoted to Senior VP - Human Relations, in recognition of their superior performance and many accomplishments. We congratulate Ken Kelly who was promoted to VP&Controller. Additionally, Paul Beard has been named VP & General Manager of our Global Restaurant Division, Randy Hoff was promoted to VP & General Manager of McCormick Flavor Division, and Andy Fetzek was promoted to VP&General Manager for Frito Worldwide Division. Steve Donohue, formerly Director of Procurement for Kraft General Foods, has joined McCormick as VP - Strategic Sourcing.

McCormick's performance in 1999 was among the best in the food industry. The results we expect to achieve for fiscal 2000 will again place us among the leaders in this group. Yet, as we begin our fiscal year, our stock valuation languishes along with that of most other food companies. We are in a period in which technology and other industries are attracting significant investment dollars. Given this environment, it is particularly important that McCormick continues to communicate our successes, build investors' confidence in our business and set aggressive goals for the future. In this way, we expect to build shareholder value and generate an improved return for our investors.

We are proud of McCormick's 110-year history of providing customers with quality products and superior service. The Company is a respected leader in the food industry. Our innovation provides a competitive edge matching consumer needs with the right products at the right value. We are committed to the training, education and development of our employees whose dedication, hard work and winning spirit assure McCormick's future success.

As we begin a new century, we see a world of opportunity. We will set challenging goals and strive to excel at everything we do every day. Through determination and flawless execution, we will be quick to react to market opportunities, flexible to adapt to constant change and mindful that enhancing shareholder value is our utmost priority. Our employees worldwide are energized by our future prospects, and I am confident McCormick will flourish. As a result of 1999's accelerated growth, we are well positioned to carry this momentum through 2000 and beyond.

/s/ Robert J. Lawless

ROBERT J. LAWLESS, CHAIRMAN, PRESIDENT & CEO

[PHOTO]

"THE POWER
- -----------
OF PEOPLE"

For nearly 70 years this phrase has resonated throughout McCormick. It's short and simple but speaks to the heart of the McCormick culture. In 1932, McCormick initiated Multiple Management, an enlightened business philosophy and system of participative management. Multiple Management encourages employee participation at all levels and sharing the rewards of success. It has been the cultural backbone of McCormick, providing a supportive environment to shape the careers of employees and sharpen the Company's competitive advantage.

McCormick also promotes diversity. A natural partner with Multiple Management, diversity fosters respect for the distinctive qualities each of us possesses. Promoting diversity at McCormick is a critical element to the success of our business. In a global organization such as McCormick, new perspectives and skills brought by a diverse employee group hold great value. Additionally, we gain the competitive advantage of a firsthand understanding of our customers around the world.

Through Multiple Management and diversity, the power of people is felt throughout McCormick. But the impact of our people also falls outside the walls of our business and influences the communities in which we live. McCormick has a long-standing commitment to be a benevolent and involved member of the community. Through both financial contributions and the active participation of employees, McCormick supports numerous causes that improve the quality of life in communities around the world where we have facilities. The community activity with the longest history for McCormick is our annual Charity Day, which began in 1941. Each year thousands of McCormick employees donate one day's pay to charity, and that contribution is matched by the Company. Charity Day is the most visible representation of our Company's history of community commitment. And it is one more key example of McCormick's power of people.

1999 NET SALES

AMERICAS	72%
EUROPE	23%
ASIA	5%

REPORT ON OPERATIONS

CONSUMER BUSINESS

McCormick's consumer business manufactures and sells spices, herbs, extracts, proprietary seasoning blends, sauces and marinades to grocery, mass merchandise, drug and other retail outlets. We have consolidated operations in the U.S., Canada, El Salvador, United Kingdom, Switzerland, Finland, Australia and China. The Company has consumer joint ventures located in the U.S., Mexico, Philippines and Japan. Our consumer products are sold throughout the world. Worldwide net sales for McCormick's consumer businesses grew 7% in 1999 over 1998.

As we invested more heavily in promotion and advertising, sales of our branded products outpaced the category in many markets. Operating income for worldwide consumer businesses grew 6% before special charges.

MARKET ENVIRONMENT

The market environment for McCormick's consumer products varies worldwide. In the U.S., overall spice usage is up, and consumers are seeking new and bolder tastes. Although many people use prepared foods and eat out, a PARADE MAGAZINE survey published in November, 1999 reports that 75% of families polled eat dinner together at least four nights a week. A study conducted by National Panel Diary indicates that 70% of all meals are prepared at home, and a Canned Food Association Survey reports that 51% of women 18 to 64 actually "scratch-cook" meals six times a week.

Equally encouraging is the 1% increase in spice and seasoning sales volume through U.S. grocery outlets in 1999. This reverses the downward trend of the last five years in the U.S. In the Company's international markets for spices and seasonings, 1999 volumes also increased in Canada, Australia and China. In Europe this category was flat to slightly declining.

Worldwide, the retail grocery industry continues to consolidate, creating larger customers. In many of our markets, the Company has multi-year contracts with customers to secure the shelf space for our products. McCormick's capabilities in category management and electronic data interchange, along with our high quality products and service, also forge a link to our increasingly larger customers. Our category management activity involves partnering with our customers to optimize the store shelf space allocated to spices, seasonings and our other product categories. In Canada, the retail grocery industry consolidation has benefited our business as retailers streamline suppliers through national procurement strategies.

KEY STRATEGIES

McCormick's strategies for our consumer businesses are aimed at growing branded sales volume in markets around the world.

In the U.S., we continue to roll out the Quest program, a pricing and promotional initiative between McCormick and the customer. Quest prices most of our best-selling spice items and all of our dry seasoning mixes (DSM) to the customer, net of discounts and allowances, with the

BRANDS

[LOGO] McCormick-Registered Trademark-

[LOGO] McCormick-Registered Trademark-

[LOGO] Schilling-Registered Trademark-

[LOGO] Produce Partners-Registered Trademark-

[LOGO] Golden Dipt-Registered Trademark-

[LOGO] Old Bay-Registered Trademark-

[LOGO] Mojave-Registered Trademark-

[LOGO] Club House-Registered Trademark-

[LOGO] Schwartz-Registered Trademark-

[LOGO] Aeroplane-Registered Trademark-

[LOGO] Keen's-Registered Trademark-

objective to increase consumer sales. Using McCormick's category management capabilities, we are working with our customers to provide a wide variety of products at attractive pricing. This benefits our customers with higher volumes sold and the consumer with a better price value. At year end, nearly 75% of sales to our U.S. customers were invoiced under Quest. We are complementing category management efforts with targeted advertising, sampling and consumer promotions. This consumer support is aimed at those items for which we can build awareness, encourage trial and increase usage.

Strong in-store promotion is a key element of growth in many markets. The U.K. is growing the Schwartz brand through promotional programs and product merchandising. In Canada, strong customer relationships allow us to obtain supplementary product placement in the pasta aisle, near the meat case and in other complementary store locations.

New products are meeting consumer interest in convenience, bold flavors and variety. In mid-1999, a new line of zesty products was introduced in the U.S. FLAVOR MEDLEYS is a line of four liquid seasoning blends with appealing, restaurant quality flavors like "Sun-dried Tomato & Basil." SPICE BLENDS is a line of three coarse ground, dry seasonings featuring flavors such as a "Monterey Style" blend of roasted garlic and red bell peppers. All seven varieties have gained shelf placement with more than 95% of our current customers in the U.S. McCormick is providing strong consumer advertising to encourage initial use of these products. Three dessert items, designed to add interest as consumers eat more fruits and vegetables, have been added to our Produce Partners line.

McCormick also launched products in our international markets in 1999. Based on the success of "Italiano" and "Tex Mex" ONE STEP SEASONINGS in Canada, we introduced eight new flavors including "Parmesan and Herbs" and "Garlic Plus." Within five weeks of launching these items, we had achieved distribution of all eight items in nearly 90% of the Canadian retail trade.

Our El Salvador operation launched "Delicia De Loroco," a mayonnaise combined with a developed flavor from the Salvadoran loroco flower.

In Australia, McCormick is aligning product offerings and market support with consumer needs and preferences. New product introductions are a vital part of this strategy. New products, including a multiserve pack for the Aeroplane gelatin line, new DSMs and a reformulation and new packaging for the Keen's wet mustards, accounted for 7% of total 1999 consumer sales in Australia.

In China, our seasoning mixes and dry soup mixes continue to grow as that market expands and as we develop and launch new flavors. Our liquid industrial production facility in Guangzhou has added several consumer products, including ketchup, jams and ice cream toppings.

[PHOTO]

AN INCREASED FOCUS ON NEW PRODUCTS BUILDS A PLATFORM FOR THE GROWTH OF OUR CONSUMER BUSINESS. (SHOWN L-R) CHRIS DEPIETRO, VP - TECHNOLOGY; MARK TIMBIE, VP & GM OF PERIMETER PRODUCTS AND CONSUMER MARKETING; AND BOB SCHROEDER, PRESIDENT - U.S. CONSUMER FOODS

PERFORMANCE HIGHLIGHTS

- Promotions and advertising were directed to potential high growth items. In the U.S. we GREW THE GRILL MATES PRODUCT LINE 45% in 1999, following 30% growth the prior year. The LA GRILLE-Registered Trademark- line in Canada grew 35% in 1999 over 1998.

- Our U.S. grocery market share of branded spice and seasoning products GREW NEARLY 2 PERCENTAGE POINTS IN 1999 due to the success of the Quest program, consumer advertising and the addition of new customers.

- Through advertising and in-store display activity, Golden Dipt cocktail sauce is now the NUMBER ONE SELLING COCKTAIL SAUCE IN THE U.S.

- We entered into a strategic alliance with a fresh herb company and are licensing the McCormick name and providing our distribution strength in the U.S. to support a line of fresh herbs. This alliance is a good point of entry for McCormick into a FAST GROWING, NICHE MARKET.

- The success of the SCHWARTZ MAKE IT FRESH! line of fruit and vegetable sauces and seasonings increased our share of the U.K. dry seasoning market by 5 percentage points in 1999. Launched in 1998, this new product accounted for 10% of the Schwartz brand volume for 1999. Together with POTATO WEDGES-TM-, launched nearly three years ago, these NEW PRODUCTS NOW ACCOUNT FOR 17% OF SCHWARTZ VOLUME.

- In Switzerland, we have improved the profitability of the consumer business by engaging one of the LEADING DISTRIBUTORS TO DEVELOP OUR BUSINESS.

- More than 25 NEW PRODUCTS WERE INTRODUCED IN AUSTRALIA in 1999. Market share in the DSM category increased from 5% to 20% in less than two years as a result of new products and improvements to existing items.

[PHOTO]

IN THE UNITED KINGDOM, AUSTRALIA, CHINA AND CANADA, NEW PRODUCTS FUELED IMPROVED SALES AND EARNINGS IN 1999. (SHOWN L-R) JOHN MOLAN, GROUP VP & MANAGING DIRECTOR - EUROPE AND ASIA; AND ALAN WILSON, PRESIDENT - MCCORMICK CANADA

OPPORTUNITIES

In markets around the world, McCormick's consumer businesses will achieve future sales growth through new distribution, new products and increased sales of existing products. We will grow current market share through value pricing, promotion and advertising effectiveness and improved merchandising activity. In addition to these sales initiatives, steps were taken in 1999 which will improve the future returns from these businesses. Many of these actions occurred in our European operations, including the transition to a retail distributor in Switzerland and a workforce reduction in the U.K.

In the U.S., we will complete the rollout of Quest to our customers and make further progress to improve the value of our product on the grocery shelf. The high quality new products launched in 1999 are receiving a strong level of sales and marketing support which increases our confidence that they will be successful.

The U.K. is planning a relaunch of the Schwartz line of herbs and spices in the first quarter of 2000 with new products and a new display format. Canada is supporting its Club House brand with television, print, in-store and outdoor media which will reach 95% of consumers, 50+ times between September 1999 and November 2000. In Australia, a major new product initiative will be a grill and barbecue line of six dry seasonings and six versatile, wet paste seasonings. And in China, in addition to new products, our operation will expand its market reach to western China.

1999 NET SALES

AMERICAS	78%
EUROPE	15%
ASIA	7%

INDUSTRIAL BUSINESS

McCormick's industrial business supplies products worldwide to a significant majority of the top 100 food processors and to restaurant chains, distributors, warehouse clubs, and institutional operations, such as schools and hospitals. These products include spices, seasonings, condiments, coatings and compound flavors. While the McCormick name may not be on the food package, our flavor is in a wide range of snack foods, savory side dishes, desserts, beverages, confectionery items, cereals, baked goods and more.

Net sales growth of 6% in 1999 was driven by new distribution gains with warehouse clubs, new industrial products and growth with broadline distributors. Excluding special charges, gross profit margin and operating income improved substantially as a result of this increased volume and a positive shift in product mix.

MARKET ENVIRONMENT

Consolidation is occurring in many areas of the industrial business with a variety of implications. Mergers between consumer product companies are resulting in actions to streamline suppliers. Those suppliers which offer a range of flavor solutions will have an advantage. While competitors are now beginning to move in this direction, McCormick already has a reputation for providing a broad range of products to meet our customers' flavor needs. In the U.S., the foodservice distributor channel is highly fragmented, but leaders such as Sysco and U.S. Foodservice continue to grow through acquisition and market initiatives. We have strong relationships with many of the leaders in this industry.

Consumer interest in greater taste delivery, ethnic flavors and taste excitement are favorable trends for this part of our business. Whether a consumer is purchasing a meal from a quick service restaurant, a "white table cloth" restaurant, or a grocery product such as a frozen dinner, meal kit or other convenience item, McCormick is often part of the flavor. Customers are looking to suppliers like McCormick for more of the research and development of new products.

For many years, McCormick has provided ingredients, such as basic herbs and whole and ground spices, to the food industry. Ingredients have become more of a commodity item as demand for more value-added products grows. This demand for value-added products stems from the consumer's insatiable appetite for new and different flavors. The cost of ingredients in 1999 was affected by fluctuating commodity markets, global political uncertainties and natural disasters. These factors have caused the ingredient markets in the U.S., U.K. and other locations to become more challenging. Proficiency in sourcing from locations around the world is an important capability in this part of the industrial business.

THE TECHNICAL INNOVATION CENTER IS MCCORMICK'S CENTRAL DRIVER IN A GLOBAL NETWORK OF CREATIVITY AND PRODUCT DEVELOPMENT. (SHOWN L-R) HAMED FARIDI, VP - RESEARCH & DEVELOPMENT; AND SILVIA KING, SENIOR SCIENTIST

[PHOTO]

KEY STRATEGIES

An important part of 1999's gross profit margin improvement came from a more profitable product mix. We are demonstrating our capabilities in the development of higher margin compound flavors to our existing customers as well as prospective customers. These compound flavors might be the fruit flavor in a sports beverage, the savory flavor for a rice side dish, or a vanilla flavor for a dessert. During 1999, McCormick developed compound flavors for a number of new products for industrial customers. Our customers have commercialized these products and are having success in marketing them to consumers.

In 1998, McCormick formed the Global Industrial Group to provide a management structure which more closely aligns our organization with that of our global customers. To serve our customers, we have production capabilities in strategic markets worldwide. We will develop partnerships with local manufacturers in regions where McCormick does not have production facilities.

The strength in our industrial business is due in large part to our focus on technical innovation. We use technology to develop consumer preferred products that meet the flavor needs of our customers. Through our advanced sensory capabilities and with the help of our culinary expertise, we are able to provide value-added products, services, technology and systems to help our customers meet the needs of their customers. We are solidifying relationships with customers while addressing the needs of the overall marketplace.

Our industrial business is seeking to improve processes and practices worldwide to increase operating margins. Activity based costing has been developed and systematized to assign more accurately the costs to produce and deliver each of our products. Better costing leads to better pricing, allowing us to streamline product lines, segment customers, improve margins and be more competitive.

Global sourcing is another avenue to improve business practices, reduce cost, and develop a better supply of products. Our global sourcing efforts include building upon existing joint ventures and strategic alliances, establishing new supply points for key commodities, direct purchase from source

INDUSTRIAL PRODUCTS

INGREDIENTS
- Spices and herbs
- Extracts, food colors
- Oleo resins

COATING SYSTEMS
- Batters
- Breaders
- Marinades, glazes and rubs

SEASONINGS
- Seasoning blends
- Salty snack seasonings
- Side dish seasonings (rice, pasta, potato)
- Sauces, gravies

CONDIMENTS
- Sandwich sauces
- Seafood cocktail sauces
- Salad dressings
- Flavored oils

COMPOUND FLAVORS
- Beverage flavors
- Dairy flavors
- Confectionery flavors
- Culinary flavors (savory)

[PHOTO]

MCCORMICK HAS ENJOYED SUCCESS IN SUPPLYING FLAVORINGS AND INGREDIENTS TO OTHER FOOD MANUFACTURERS AND RESTAURANT CHAINS. THE ODDS ARE GREAT THAT THE AVERAGE CONSUMER ENJOYS THE TASTE OF MCCORMICK AT LEAST ONCE A DAY. (SHOWN L-R) RANDY HOFF, VP & GM - MCCORMICK FLAVOR DIVISION; ANDY FETZEK, VP & GM - FRITO WORLDWIDE DIVISION AND PAUL BEARD, VP & GM - GLOBAL RESTAURANT DIVISION

countries, and in some cases, transferring production to source locations.

In the U.K., the Company has consolidated three liquid production facilities into two. These facilities are primarily in support of our industrial business and will have a positive impact on our production costs and ability to price competitively in the future. Announced in 1999, this portion of the streamlining actions will be essentially complete as we begin 2000.

PERFORMANCE HIGHLIGHTS

- In the U.S., sales of our COMPOUND FLAVORS GREW MORE THAN 20% in 1999, driven by successful new products for the beverage, dairy, confectionery and savory side dish categories.

- In the U.S. and the U.K., we were successful in winning NEW SALES TO QUICK-SERVICE RESTAURANTS, particularly in condiments.

- In addition to record sales and profits, McCormick was recognized as the INTERNATIONAL FOODSERVICE DISTRIBUTOR ASSOCIATION'S SUPPLIER OF THE YEAR FOR 1998. We continue to excel in service to our customers and have become a catalyst for their success in the marketplace.

- McCormick gained further new distribution in the U.S. warehouse club channel with the ADDITION OF BJ'S WHOLESALE CLUB in 1999.

- The DALLAS, TEXAS PLANT WAS EXPANDED, enabling us to meet the increased demand for dry seasoning products.

- Streamlining actions were initiated in the U.K. which will improve profit margins and allow MORE COMPETITIVE PRICING in our industrial business.

- In China, additional sales volume produced MARGIN GAINS IN OUR GUANGZHOU FACILITY which serves major fast food chains and also produces liquid consumer products.

[PHOTO]

ONE SOURCE OF MCCORMICK'S GROWTH IN 1999 WAS IN THE COMMERCIAL KITCHEN. WE SELL TO THE "AWAY FROM HOME" MARKET AT ALL LEVELS FROM FAST FOOD TO "WHITE TABLE CLOTH." (SHOWN L-R) CHUCK LANGMEAD, VP & GM - FOOD SERVICE GROUP; A.C. GEORGE, VP - SALES; AND ARLENE MURPHY, VP - SALES

OPPORTUNITIES

McCormick's ability to outperform competition with unwavering service, to deliver consumer preferred flavors and to closely align with industry leaders will drive growth in the industrial business.

We continue to focus on growing our compound flavor business. We will demonstrate the strategic advantage that we can provide our customers through our breadth of products and technical expertise.

In the U.S., we plan to launch BIG `N BOLD SPICE BLENDS-C- to our foodservice customers in 2000 and continue to explore the ethnic market with our line of authentic Mexican and Asian products. In Canada, we will offer a foodservice version of successful consumer products such as "Montreal Chicken" and selected ONE STEP SEASONINGS. We have entered into a three-year agreement with the prestigious Culinary Institute of America to provide ongoing culinary training to our U.S. sales and marketing staff. This is part of the Company's commitment to the development of our employees and will also benefit our customers. There is tremendous opportunity for growth into 2000 as we help our key distributor customers gain market share.

In the U.K., a number of cost reduction actions were initiated in 1999 which will lower cost and improve our competitive position beginning in 2000.

In all geographic areas, attention to production processes, product costing and pricing will continue to improve gross profit margins and customer service.

MCCORMICK'S PACKAGING BUSINESSES, SETCO AND TUBED PRODUCTS, SHOWED IMPROVED PERFORMANCE IN 1999. (SHOWN L-R) DON PARODI, PRESIDENT - SETCO, INC.; AND HARVEY CASEY, PRESIDENT - TPI.

[PHOTO]

PACKAGING BUSINESS

McCormick's packaging group manufactures and markets plastic bottles and tubes for food, personal care and other industries. Our packaging business improved in 1999, with net sales growth of 7% and an operating income increase of 6%, excluding special charges.

MARKET ENVIRONMENT

In 1998, our packaging business was adversely affected by decreased sales to our customers who market into Asia. A milder winter in the U.S. also created softness in demand for skin care products, a major use of our packaging. Today, the market is recovering from the economic crisis in Asia, and sales of our packaging products have improved. However, the outlook for demand is relatively level and excess capacity in the bottle and tube industry creates a very competitive environment.

KEY STRATEGIES

McCormick's strategy in 1998 was to defend market share in spite of margin pressure, thereby preserving a base for future growth in 1999. Growth in 1999 was achieved as the Asian economy recovered and as new products gained customer acceptance.

We will continue to seek new packaging opportunities. A line for vitamin and generic drug applications has been developed which is superior to what our competitors currently offer in design and functionality. We are working with another manufacturer to support their newly patented "senior friendly" closure system.

A primary focus of McCormick's tube business is cost reduction. The Oxnard, California facility constructed in 1998 is operating efficiently and developing plans to automate the packing of finished goods.

PERFORMANCE HIGHLIGHTS

- Higher plant throughput, the new tube production facility in Oxnard, California and a concerted cost reduction effort in all packaging plants significantly INCREASED GROSS PROFIT MARGIN AND INCREASED OPERATING INCOME BY 6%, excluding special charges.

- McCormick's bottle manufacturing operation AVOIDED A $3,000,000 INVESTMENT IN NEW CAPITAL by reconfiguring existing equipment to produce new, higher quality plastic vitamin packs.

OPPORTUNITIES

McCormick's track record in innovation, superior quality and service reinforces our leadership position in the manufacture of highly decorated tubes and bottles. Our ability to innovate will open up opportunities for new uses and new markets for our products.

We made significant strides in operating income improvement in 1999. Higher plant volumes, additional automation and process improvement will continue to increase returns from our packaging business.

	GOAL	ACHIEVED
NET SALES GROWTH	5-7%	6.7%
GROSS PROFIT MARGIN (1998 GROSS PROFIT MARGIN was 34.5%)	35.5%	35.8%(1)
EARNINGS PER SHARE GROWTH	12-15%	18.2%(1)

(1) EXCLUDES SPECIAL CHARGES. SEE FINANCIAL HIGHLIGHTS ON PAGE 2.

SUMMARY OF PERFORMANCE

Early in 1999, McCormick set specific financial goals for sales, gross profit margin and earnings per share. Each of these goals was met for fiscal year 1999.

The net sales growth and gross profit margin improvement goals were achieved by success in each of our three business segments: consumer, industrial and packaging. A portion of this increased gross profit was reinvested in marketing and cost reduction programs. Interest expense was reduced by $4.5 million through a combination of lower debt levels and lower interest rates.

The Company also had improved results in our joint venture operations, particularly in Mexico and Japan. These two operations were areas of particular focus as we began our year and we dedicated specific management resources to their improvement. Our Signature Brands joint venture concluded a year of strong performance and recently acquired the PAAS-Registered Trademark- brand of egg decorating products. This line of specialized holiday items fits well with Signature's cake decorating business. In total, income from unconsolidated operations more than doubled from $6.2 million in 1998 to $13.4 million in 1999.

In March 1999, the Company completed a share repurchase authorization totaling 10 million shares. Based on the strong cash flow generated from operations, the Board of Directors authorized a new share repurchase of $250 million. At November 30, 1999, 1.5 million shares had been repurchased under this new program and $204 million remains available for future repurchase. We expect this current authorization to continue into 2002.

Excluding the impact of special charges, 1999 net income increased $16.4 million, which was 15.6% over 1998. This result, together with the reduction in shares outstanding, led to earnings per share growth of 18.2%, excluding special charges.

A goal was set for each operating unit early in 1999 to reduce working capital, specifically inventory and receivables. The goals were based on benchmarking each business against industry peers and were incentive driven. Through supply chain initiatives, more effective receivables collection and other process improvements, many operating units are reducing working capital. McCormick's average inventory balance over the last 12 months dropped from $270 million in 1998 to $257 million in 1999 and inventory turnover increased 9.6%. Average days to collect accounts receivable decreased by one day.

[PHOTO]

GORDON STETZ (FOREGROUND), VP - ACQUISITIONS & FINANCIAL PLANNING, MEETS WITH THE EXECUTIVE COMMITTEE THROUGHOUT THE YEAR TO DISCUSS LONG-TERM STRATEGIES. MCCORMICK'S EXECUTIVE COMMITTEE: (SHOWN L-R) BOB LAWLESS, CHAIRMAN, PRESIDENT & CEO; FRAN CONTINO, EXECUTIVE VP & CFO; BOB DAVEY, PRESIDENT - GLOBAL INDUSTRIAL GROUP, AND CARROLL NORDHOFF, EXECUTIVE VP.

Working capital management and other balance sheet controls, together with the net income generated, grew economic value added (EVA) in 1999. EVA is a comprehensive measure of shareholder value which McCormick defines as net income from operations, excluding interest, in excess of a capital charge for average capital employed. EVA rose by $9.2 million, from $33.1 million at the end of 1998 to $42.3 million for 1999.

The Company is pleased with the superior results of 1999, and actions are underway to further improve gross profit margins and working capital. In all segments of our business, top line sales growth will be achieved through new products and new distribution in the U.S. and growth in our international markets. We are seeking acquisition opportunities to build profitably on our core food businesses. McCormick has excellent opportunities for growth and the creation of shareholder value into 2000 and beyond.

(millions)	1999	1998	1997
NET SALES			
Consumer	$ 896.2	$ 836.4	$ 804.8
Industrial	941.0	885.9	816.3
Packaging	169.7	158.8	179.9
	$ 2,006.9	$ 1,881.1	$ 1,801.0

MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

For 1999, the Company reported net income of $103.3 million or $1.43 of diluted earnings per share compared to $103.8 million or $1.41 of diluted earnings per share in 1998. During 1999, the Company recorded special charges related to streamlining operations and an actuarial change. Excluding the impact of special charges, net income on a comparable basis was $121.7 million or $1.69 of diluted earnings per share in 1999 compared to $105.3 million or $1.43 of diluted earnings per share last year.

The Company realized improved financial performance throughout its global operations. In 1999, sales and operating income, excluding special charges, in each business segment improved versus the prior year. New distribution and new products favorably impacted sales growth in the consumer and industrial segments, while the packaging segment benefited from improved market conditions. Each segment also experienced improvements in gross profit margin and operating income, excluding special charges. In addition, improved working capital management reduced interest expense, while the Company's unconsolidated operations achieved a record financial performance in 1999.

RESULTS OF OPERATIONS - 1999 COMPARED TO 1998

Sales from consolidated operations increased 6.7% to $2.0 billion in 1999. Excluding the unfavorable effect of foreign currency exchange rates, primarily in the U.K., sales grew nearly 8%. Sales improvements, which were realized in all business segments, were primarily volume-related. Unit volume increased nearly 8%, while the combined effects of price and product mix were slightly unfavorable compared to 1998. The net impact of business disposals and acquisitions decreased sales by .4%. Sales growth in the consumer segment was primarily due to volume growth in the U.S. Promotional and marketing programs, distribution gains and new product launches increased volumes in this market. The Company's industrial segment was also favorably impacted by volume growth. New distribution gains with warehouse clubs, new products and broadline distributor growth increased U.S. sales. Increased industrial sales throughout Asia were partially offset by reduced volumes in the U.K. In the packaging segment, volume growth due to improved market conditions was partially offset by the combined effect of price and product mix.

Sales from unconsolidated operations in 1999 were up 10.0% versus 1998, primarily due to increases in our McCormick de Mexico and Signature Brands joint ventures.

Gross profit margin, excluding special charges, increased to 35.8% in 1999 from 34.5% in 1998. Each segment experienced improvement over the previous year. Gross profits were favorably impacted by volume growth in the higher margin consumer segment, primarily in the U.S. Promotional and marketing programs and new product launches in the consumer segment grew sales of branded products throughout the world. Our industrial business in the U.S. experienced increased sales of higher margin compound flavor products and new distribution gains, which were partially offset by margin decreases in ingredient sales. Improved operating efficiencies and product mix improved margins in the U.K. industrial business, while increased volumes benefited our industrial businesses in Asia. In the packaging segment, increased volumes and improved operating efficiencies increased gross profit margin over 1998.

Selling, general and administrative expenses were higher in 1999 than 1998 on both a dollar basis and as a percentage of sales. The dollar increase is primarily due to expenditures in support of higher sales and income levels, including promotional spending, incentive-based employee compensation and research and

(millions)	1999	1998	1997
OPERATING INCOME			
Consumer	$125.3	$126.5	$103.8
Industrial	63.0	62.7	71.6
Packaging	22.2	17.5	18.2
Combined segments(1)	$210.5	$206.7	$193.6
OPERATING INCOME, EXCLUDING SPECIAL CHARGES (CREDITS)			
Consumer	$136.5	$129.0	$108.7
Industrial	73.8	61.3	59.0
Packaging	19.8	18.7	22.8
Combined segments(1)	$230.1	$209.0	$190.5

(1) Excludes impact of general corporate expenses included as Corporate & Eliminations in Note 12 in the Notes to Consolidated Financial Statements.

	95	96	97	98	99
GROSS PROFIT MARGIN	34.5%	34.9%	34.9%	34.5%	35.7%

development. Professional service expenses in support of the Company's process reengineering effort also increased in 1999.

Operating income margin, excluding special charges, was 9.8% in 1999 and 1998.

Interest expense decreased in 1999 versus 1998 due to a combination of lower average debt levels and lower interest rates.

Other income decreased in 1999 as compared to 1998. Income from the three-year non-compete agreement with Calpine Corporation, entered into as a part of the 1996 sale of Gilroy Energy Company, Inc., decreased from $7.0 million in 1998 to $4.6 million in 1999, the last year of the agreement.

Due to the impact of certain nondeductible expenses related to the special charges, the effective tax rate was 40.1% for 1999, compared to 36.0% in 1998. Excluding the impact of the special charges, the effective tax rate for 1999 was 35.9%.

Income from unconsolidated operations increased in 1999 versus 1998, primarily due to improved operating performance at our Mexican and Japanese joint ventures. In addition, the Company was negatively impacted in 1998 by translation losses from the devaluation of the Mexican peso in accordance with hyper-inflationary accounting rules. As of January 1, 1999, Mexico was no longer considered a hyper-inflationary economy.

RESULTS OF OPERATIONS - 1998 COMPARED TO 1997

Sales from consolidated operations increased 4.4% to $1.9 billion in 1998. The combined effects of price and product mix increased sales by 3.4% as compared to 1997, while unit volume increased 1.8%. The effect of foreign currency exchange rate changes, primarily in our Australian and Canadian operations, decreased sales by .9% when compared to 1997. Sales improvements, which were realized in all major operating groups except the packaging segment, were primarily due to a combination of price and mix changes and volume increases in the consumer and industrial segments, primarily in the U.S. Sales increases in the consumer business in the U.S. were primarily product mix related and were favorably impacted by improved performance in the branded DSM and spice and herb businesses. Growth initiatives, including the relaunch of the DSM line and the Quest marketing program, contributed to this success. Although volumes for the consumer business in the U.S. were up only slightly for the year, distribution gains announced during the first half of 1998, combined with these growth initiatives, resulted in higher volume growth during the last six months of the year. Within the industrial segment, food service sales in the U.S. were favorably impacted by volume growth, principally due to new distribution. Product price changes, primarily to cover raw material cost increases, increased net sales in the industrial business in the U.S. Sales increases within Europe were the result of a combination of favorable price and product mix changes and currency exchange translations. Weak demand for customers' products in Asian countries as well as general market softness, principally for plastic tubes, contributed to volume declines in the packaging segment.

	95	96	97	98	99
CASH FLOWS FROM OPERATIONS IN MILLIONS	59.4	201.7	181.2	144.0	229.3

Sales from unconsolidated operations in 1998 were down slightly versus 1997. Increases in sales from Signature Brands and our Mexican joint venture were offset by decreases due to foreign currency translation, primarily at the Company's Japanese affiliates.

Gross profit margin decreased to 34.5% in 1998 from 34.9% in 1997. Raw material pricing pressures, primarily for black pepper, were felt throughout the Company. Product and customer mix issues negatively impacted margins within the industrial business in the U.S., while decreased volume in the packaging segment reduced efficiencies. Margins were also negatively impacted, primarily in Australia and Canada, by adverse foreign exchange effects on raw material costs. These were partially offset by continued gross profit improvements in the consumer business in the U.S. due to a favorable product mix.

Selling, general and administrative expenses were higher in 1998 than 1997 on a dollar basis, but were down slightly as a percentage of sales. The dollar increase was mainly due to increased promotional and advertising spending within the consumer business in the U.S., partially offset by lower incentive-based employee compensation costs.

Operating income margin, excluding special charges (credits), increased to 9.8% in 1998 from 9.3% in 1997.

Interest expense was up slightly in 1998 versus 1997 as higher average debt levels were partially offset by lower interest rates.

Other income decreased in 1998 as compared to 1997. Income from the three-year non-compete agreement with Calpine Corporation decreased to $7.0 million in 1998 from $8.0 million in 1997.

The Company's effective tax rate was 36.0% in 1998 compared to 37.0% in 1997. This decrease was primarily due to various U.S. and international tax initiatives.

Income from unconsolidated operations decreased in 1998 versus 1997 mainly due to our Mexican joint venture, which realized translation losses from the devaluation of the Mexican peso in accordance with hyper-inflationary accounting rules. The Company also experienced earnings declines in its Japanese joint ventures.

FINANCIAL CONDITION

Continued strong cash flows from operations enabled the Company to fund operating projects and investments designed to meet our growth objectives, continue share repurchase programs and reduce debt levels.

In the Consolidated Statement of Cash Flows, cash provided by operating activities increased from $144.0 million in 1998 to $229.3 million in 1999. The increase is primarily due to changes in working capital components. Inventory levels were favorably impacted by increased net sales and additional focus on supply chain management. Cash outflows related to prepaid allowances were favorably impacted by the timing of customer contract renewals and distribution gains which occurred primarily in the first half of 1998.

Investing activities used cash of $45.9 million in 1999 versus $62.6 million in 1998. Capital expenditures decreased versus last year primarily because 1998 included a project to consolidate facilities in our packaging segment. Acquisitions of businesses in 1998 included the purchase of a line of wet and dry mustards, curry powders and various meal lines in Australia and Canada marketed under the Keen's and Rice-a-Riso-Registered Trademark- brand names.

Financing activities used cash of $188.5 million in 1999 versus $77.0 million in 1998. In early 1999, the Company purchased 1.1 million shares, completing its 1996 share repurchase program. In March 1999, the Company announced a new repurchase program to buy back up to $250 million of the Company's outstanding stock from time to time in the open market. The Company purchased an additional 1.5 million shares under this program in 1999. In total, the Company purchased 2.6 million shares in 1999 and 2.0 million shares in 1998.

	95	96	97	98	99
Debt to Total Capital	55.5%	47.1%	50.3%	51.6%	47.2%

Dividend payments increased to $48.7 million in 1999, up 4% compared to $46.9 million in 1998. Dividends paid in 1999 totaled $.68 per share, up from $.64 per share in 1998. In December 1999, the Board of Directors approved a 12% increase in the quarterly dividend from $.17 to $.19 per share. Over the last 10 years, dividends have increased 12 times and have risen at a compounded annual rate of 15%.

The Company's ratio of debt to total capital was 47.2% as of November 30, 1999, a decrease from 51.6% at November 30, 1998. The decrease was due primarily to improved cash provided by operating activities, partially offset by the effect of the share repurchase program.

Management believes that internally generated funds and existing sources of liquidity are sufficient to meet current and anticipated financing requirements over the next 12 months.

SPECIAL CHARGES

During 1999, the Company announced plans to streamline operations. The streamlining actions, primarily focused on our European operations, are consistent with the Company's strategies to improve gross profit margins, simplify operations, improve underperforming units and achieve growth through new products, new distribution and acquisitions. In addition, the Company announced a change in the actuarial method used to estimate pension expense. As a result, the Company recorded special charges of $19.0 million ($18.4 million after-tax or $0.26 per share) in 1999. Of this amount, $18.0 million was classified as special charges and $1.0 million as cost of goods sold in the Consolidated Statement of Income.

The Company recorded special charges of $26.7 million ($23.2 million after-tax or $0.32 per share) associated with the plan to streamline operations. The Company announced actions to consolidate certain U.K. facilities, improve efficiencies within previously consolidated European operations and realign operations between the U.K. and other European locations. Specific actions under this plan include: the closure of the Oswaldtwistle facility, one of three liquid manufacturing operations in the U.K.; streamlining manufacturing and administrative functions at the recently consolidated European operations; realignment of operations between the U.K. and other European locations; and system and process improvements throughout the Company's global operations.

The major components of the special charges include workforce reductions, building and equipment disposals, write-downs of intangible assets and other related exit costs. In total, the streamlining actions will result in the elimination of approximately 300 positions, primarily outside the U.S. Asset write-downs were recorded as a direct result of the Company's decision to exit facilities, businesses or operating activities. Other exit costs consist primarily of employee and equipment relocation costs, lease exit costs and consulting fees, some of which will be recognized as incurred.

In its entirety, expenses associated with the streamlining actions are expected to total $29.3 million. This includes amounts recognized in 1999 and future expenses which could not be accrued, but will be expensed as the actions are implemented. It is expected that $1.5 million of the future expenses will be classified as cost of goods sold or selling, general and administrative expense.

The Company expects these actions will be completed in 2000 and will require net cash outflows of $7.9 million in total, of which $4.6 million was incurred in 1999. Beginning in 2000, these actions are expected to generate $6 million in annual after-tax savings. A portion of these savings will be reinvested in programs to generate growth opportunities.

In addition, the Company changed its actuarial method of calculating the market-related value of plan assets used in determining the expected return-on-asset component of annual pension expense. This modification resulted in a one-time special credit of $7.7 million ($4.8 million after-tax or $0.07 per share) recorded

	95	96	97	98	99
Capital Expenditures (in millions)					
Capital Expenditures	82.1	74.7	43.9	54.8	49.3
Depreciation	56.3	57.9	43.9	49.9	52.5

in the second quarter of 1999. While this change better represents the amount of ongoing pension expense, the new method will not have a material impact on the Company's results of operations and financial condition.

During previous years, management reassessed the global strategic direction of the Company and conducted a portfolio review of its business to increase focus on core businesses and improve its cost structure. During 1998 and 1997, the Company completed special projects related to the consolidation of manufacturing facilities, reduction of administrative staff and divestiture of non-core businesses undertaken in these initiatives. Due to the net impact of estimate changes, project modifications and the recognition of project expenses not accruable in previous years, the Company recorded special charges (credits) of $2.3 million and $(3.2) million in 1998 and 1997, respectively. In 1998, the realignment of several overseas operations resulted in losses less than originally anticipated, and the Company discontinued its manufacturing operations in Venezuela. In 1997, the agreement in principle to dispose of an overseas food brokerage and distribution business was not consummated, and the Company streamlined the food brokerage and distribution business and closed a U.S. packaging plant.

Refer to Note 2 in the Notes to Consolidated Financial Statements for further information.

DISCONTINUED OPERATIONS

In 1996, the Company sold substantially all the assets of Gilroy Foods, Incorporated and Gilroy Energy Company, Inc. Based on the settlement of the contract terms, the Company recognized income from discontinued operations, net of income taxes, of $1.0 million in 1997.

MARKET RISK SENSITIVITY

The Company utilizes derivative financial instruments to enhance its ability to manage risk, including foreign exchange and interest rate exposures which exist as part of its ongoing business operations. The Company does not enter into contracts for trading purposes, nor is it a party to any leveraged derivative instrument. The use of derivative financial instruments is monitored through regular communication with senior management and the utilization of written guidelines. The information presented below should be read in conjunction with Notes 4 and 5 to the Consolidated Financial Statements.

FOREIGN EXCHANGE RISK -- The Company is exposed to fluctuations in foreign currency cash flows primarily related to raw material purchases. The Company is also exposed to fluctuations in the value of foreign currency investments in subsidiaries and unconsolidated affiliates and cash flows related to repatriation of these investments. Additionally, the Company is exposed to volatility in the translation of foreign currency earnings to U.S. dollars. Primary exposures include the U.S. dollar versus functional currencies of the Company's major markets (British pound, Australian dollar, Canadian dollar, Mexican peso, Japanese yen and Chinese RMB). The Company enters into forward and option contracts to manage foreign currency risk.

The adjacent table summarizes the foreign currency exchange contracts held at November 30, 1999. All contracts are valued in U.S. dollars using year-end 1999 exchange rates and have been designated as hedges of firm commitments or anticipated transactions with a maturity period of less than one year.

CURRENCY SOLD	CURRENCY RECEIVED	NOTIONAL VALUE (millions)	AVERAGE CONTRACTUAL EXCHANGE RATE (fc/USD)	FAIR VALUE (millions)
FOREIGN CURRENCY EXCHANGE CONTRACTS				
GBP	USD	$22.9	.61	$ .3
CAN	USD	13.0	1.47	-
USD	CHF	0.5	1.47	-

Note: At November 30, 1998, the Company had foreign currency exchange contracts for GBP, AUD, CAN and MXP with a notional value of $40.7 million, all of which matured in 1999.

	95	96	97	98	99
DIVIDENDS PAID PER SHARE	0.52	0.56	0.60	0.64	0.68

DIVIDENDS HAVE BEEN PAID
EVERY YEAR SINCE 1925

INTEREST RATE RISK -- The Company's policy is to manage interest cost using a mix of fixed and variable debt. The Company uses interest rate swaps to achieve a desired proportion. The table that follows provides principal cash flows and related interest rates by fiscal year of maturity at November 30,1999. The principal cash flows and related interest rates at November 30, 1998 were similar to those presented below. For foreign currency-denominated debt, the information is presented in U.S. dollar equivalents. Variable interest rates are based on the weighted-average rates of the portfolio at November 30, 1999.

	YEAR OF MATURITY						
(millions)	2000	2001	2002	2003	THEREAFTER	TOTAL	FAIR VALUE
DEBT							
Fixed rate	$7.7	$85.2	$.5	$.4	$155.3	$249.1	$254.7
Average interest rate	9.00%	8.81%	3.01%	.99%	7.93%		
Variable rate	$92.9	-	-	-	-	$92.9	$92.9
Average interest rate	5.99%	-	-	-	-	5.99%	

Note: The variable interest on commercial paper which will be used to retire the $74.8 million, 8.95% note due 2001 is hedged by forward starting interest rate swaps for the period 2001 through 2011. Net interest payments will be fixed at 6.35% during the period.

COMMODITY RISK -- The Company purchases certain raw materials which are subject to price volatility caused by weather and other unpredictable factors. While future movements of raw material costs are uncertain, a variety of programs, including periodic raw material purchases and customer price adjustments help the Company address this risk. Generally, the Company does not use derivatives to manage the volatility related to this risk.

YEAR 2000

The Year 2000 (Y2K) issue is the result of computer programs written using two digits (rather than four) to define the applicable year. Without corrective actions, programs with date-sensitive logic may recognize "00" as 1900 rather than 2000. This could result in miscalculations or system failures, significantly impacting our business operations.

The Company's work on the Y2K compliance program officially began in 1996. A Corporate project team, working with outside consultants, developed a process to identify and correct Y2K issues on all information technology (IT) platforms and non-IT systems. In addition, all operating units have undertaken Y2K initiatives with direction from the Corporate project team. As a result of this process, the Company inventoried and assessed all systems and developed remediation programs where necessary for all business-critical information technology applications. A similar program was also developed for non-IT systems. The Company completed its remediation and testing work in 1999.

In order to mitigate the risk of internal business-critical computer systems failure, the Company conducted extensive testing, verification and validation efforts. These efforts, which included program and systems testing, simulated operations in the year 2000. In addition, a review of the remediation process and program code by independent third parties was completed, and contingency plans, including system continuity plans, were developed in 1999.

	McC	SP FOOD	SP 500
Total Shareholder Return (includes dividends)			
One year	(1.9)%	(19.0)%	20.9%
Three years	11.6%	7.0%	24.3%
Ten years	12.2%	12.4%	17.8%

In order to mitigate the risk of noncompliant external system failure, the Company identified and contacted critical suppliers, customers and other third parties to determine their stage of Y2K readiness. For certain third parties with key system connections, interface testing was performed. The Company developed contingency plans to mitigate potential disruptions to the Company's operations. These included action plans to address system failures by third parties, such as securing alternate sources of materials and developing backup systems to ensure internal communications were not impacted by external disruptions affecting voice and data transmission. The Company completed its contingency plans in the fourth quarter of 1999.

A Company-wide Y2K readiness program was developed to educate all employees on the risks associated with the Y2K changes. These include risks associated with third-party transactions or the Company's internal processes. The Y2K readiness program was in place throughout the Company at the end of 1999.

Since the compliance program began, the Company has incurred approximately $12.0 million in expenses, including consulting fees, internal staff costs and other expenses. The Company has also procured replacement systems that, in addition to being Y2K compliant, provide enhanced capability to benefit future operations.

The Company has not experienced significant Y2K issues subsequent to 1999's fiscal year end. Although the Company believes it has taken the appropriate steps to address Y2K readiness, there is no guarantee that the Company's efforts will prevent a material adverse impact on the results of operations and financial condition.

FORWARD-LOOKING INFORMATION

Certain statements contained in this report, including those related to future operating results, position eliminations, cash requirements and savings related to the special charges, expected Y2K readiness and cost, the impact of accounting and disclosure changes, capital spending, the share repurchase program, the holding period and market risks associated with financial instruments, the impact of foreign exchange fluctuations and the adequacy of internally generated funds and existing sources of liquidity 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 significantly affect expected results. Operating results could be materially affected by external factors such as: actions of competitors, customer relationships, market acceptance of new products, actual amounts and timing of special charge items, including severance payments, removal and disposal costs and final negotiation of third-party contracts, third party Y2K readiness, the impact of stock market conditions on the share repurchase program, fluctuations in the cost and availability of supply-chain resources and global economic conditions, including interest and currency rate fluctuations and inflation rates.

CONSOLIDATED STATEMENT OF INCOME

FOR THE YEAR ENDED NOVEMBER 30 (MILLIONS EXCEPT PER SHARE DATA)	1999	1998	1997
Net sales	$ 2,006.9	$ 1,881.1	$ 1,801.0
Cost of goods sold	1,289.7	1,232.2	1,172.4
Gross profit	717.2	648.9	628.6
Selling, general and administrative expense	522.3	463.8	461.0
Special charges (credits)	18.0	2.3	(3.2)
Operating income	176.9	182.8	170.8
Interest expense	32.4	36.9	36.3
Other (income) expense, net	(5.5)	(6.6)	(7.8)
Income from consolidated continuing operations before income taxes	150.0	152.5	142.3
Income taxes	60.1	54.9	52.6
Net income from consolidated continuing operations	89.9	97.6	89.7
Income from unconsolidated operations	13.4	6.2	7.7
Net income from continuing operations	103.3	103.8	97.4
Income from discontinued operations, net of income taxes	-	-	1.0
Net income	$ 103.3	$ 103.8	$ 98.4
EARNINGS PER COMMON SHARE - BASIC			
Continuing operations	$ 1.45	$ 1.42	$ 1.29
Discontinued operations	-	-	.01
Total earnings per share - basic	$ 1.45	$ 1.42	$ 1.30
EARNINGS PER COMMON SHARE - ASSUMING DILUTION			
Continuing operations	$ 1.43	$ 1.41	$ 1.29
Discontinued operations	-	-	.01
Total earnings per share - assuming dilution	$ 1.43	$ 1.41	$ 1.30

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, PAGES 29 - 36.

CONSOLIDATED BALANCE SHEET

AT NOVEMBER 30 (MILLIONS)	1999	1998
CURRENT ASSETS		
Cash and cash equivalents	$ 12.0	$ 17.7
Receivables, less allowances of $3.8 for 1999 and $4.0 for 1998	213.9	212.8
Inventories	234.2	250.9
Prepaid expenses and other current assets	26.1	7.2
Deferred income taxes	4.4	15.2
Total current assets	490.6	503.8
Property, plant and equipment, net	363.3	377.0
Intangible assets, net	142.8	160.9
Prepaid allowances	109.3	143.7
Investments and other assets	82.8	73.7
Total assets	$ 1,188.8	$1,259.1

CURRENT LIABILITIES		
Short-term borrowings	$ 92.9	$ 139.1
Current portion of long-term debt	7.7	24.5
Trade accounts payable	148.8	145.9
Other accrued liabilities	221.2	208.5
Total current liabilities	470.6	518.0
Long-term debt	241.4	250.4
Deferred income taxes	3.8	4.2
Other long-term liabilities	90.6	98.4
Total liabilities	806.4	871.0
SHAREHOLDERS' EQUITY		
Common stock, no par value; authorized 160.0 shares; issued and outstanding: 1999 - 8.9 shares, 1998 - 9.7 shares	49.8	49.0
Common stock non-voting, no par value; authorized 160.0 shares; issued and outstanding: 1999 - 61.5 shares, 1998 - 62.8 shares	124.0	120.0
Retained earnings	242.8	262.3
Accumulated other comprehensive income	(34.2)	(43.2)
Total shareholders' equity	382.4	388.1
Total liabilities and shareholders' equity	$ 1,188.8	$1,259.1

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, PAGES 29 - 36.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED NOVEMBER 30 (MILLIONS)	1999	1998	1997
OPERATING ACTIVITIES			
Net income	$ 103.3	$ 103.8	$ 98.4
Adjustments to reconcile net income to net cash provided by operating activities			
Special charges (credits)	19.0	2.3	(3.2)
Depreciation and amortization	57.4	54.8	49.3
Deferred income taxes	9.3	2.0	18.9
Other	1.6	(.3)	2.9
Income from unconsolidated operations	(13.4)	(6.2)	(7.7)
Changes in operating assets and liabilities			
Receivables	(2.1)	1.6	(4.2)
Inventories	16.0	(1.7)	(13.7)
Prepaid allowances	34.6	(13.1)	18.1
Trade accounts payable	3.2	(2.4)	(.6)
Other assets and liabilities	(7.6)	(6.6)	13.5
Dividends received from unconsolidated affiliates	8.0	9.8	9.5
Net cash provided by operating activities	229.3	144.0	181.2
INVESTING ACTIVITIES			
Acquisitions of businesses	-	(8.9)	(3.3)
Capital expenditures	(49.3)	(54.8)	(43.9)
Proceeds from sale of assets	3.0	3.0	3.8
Other	.4	(1.9)	(3.3)
Net cash used in investing activities	(45.9)	(62.6)	(46.7)
FINANCING ACTIVITIES			
Short-term borrowings, net	(46.4)	27.5	16.1
Long-term debt borrowings	.3	9.0	.6
Long-term debt repayments	(24.3)	(17.7)	(12.2)
Common stock issued	11.6	14.1	7.0
Common stock acquired by purchase	(81.0)	(63.0)	(111.2)
Dividends paid	(48.7)	(46.9)	(45.5)
Net cash used in financing activities	(188.5)	(77.0)	(145.2)
Effect of exchange rate changes on cash and cash equivalents	(.6)	(.2)	1.8
(Decrease)/increase in cash and cash equivalents	(5.7)	4.2	(8.9)
Cash and cash equivalents at beginning of year	17.7	13.5	22.4
Cash and cash equivalents at end of year	$ 12.0	$ 17.7	$ 13.5

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, PAGES 29 - 36.

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

(MILLIONS EXCEPT PER SHARE DATA)	Common Stock Shares	Common Stock Non-Voting Shares	Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive Income	Total Shareholders' Equity
Balance, November 30, 1996	11.5	66.7	$ 161.0	$ 313.8	$ (24.8)	$ 450.0
Comprehensive income:						
Net income				98.4		98.4
Currency translation adjustments					(5.8)	(5.8)
Comprehensive income						92.6
Dividends paid ($.60/share)				(45.5)		(45.5)
Shares purchased and retired	(.3)	(4.2)	(8.6)	(102.6)		(111.2)
Shares issued	.1	.2	7.0			7.0
Other				.2		.2
Equal exchange	(1.1)	1.1				-
Balance, November 30, 1997	10.2	63.8	$ 159.4	$ 264.3	$ (30.6)	$ 393.1
Comprehensive income:						
Net income				103.8		103.8
Currency translation adjustments					(6.0)	(6.0)
Minimum pension liability adjustment, net of tax					(6.6)	(6.6)
Comprehensive income						91.2
Dividends paid ($.64/share)				(46.9)		(46.9)
Shares purchased and retired	(.2)	(1.8)	(4.5)	(58.5)		(63.0)
Shares issued	.3	.2	14.1			14.1
Other				(.4)		(.4)
Equal exchange	(.6)	.6				-
Balance, November 30, 1998	9.7	62.8	$ 169.0	$ 262.3	$ (43.2)	$ 388.1
COMPREHENSIVE INCOME:						
NET INCOME				103.3		103.3
CURRENCY TRANSLATION ADJUSTMENTS					-	-
MINIMUM PENSION LIABILITY ADJUSTMENT, NET OF TAX					6.6	6.6
CHANGE IN REALIZED AND UNREALIZED GAINS ON DERIVATIVE FINANCIAL INSTRUMENTS, NET OF TAX					2.4	2.4
COMPREHENSIVE INCOME						112.3
DIVIDENDS PAID ($.68/SHARE)				(48.7)		(48.7)
SHARES PURCHASED AND RETIRED	(.5)	(2.1)	(6.8)	(74.2)		(81.0)
SHARES ISSUED	.3	.2	11.6			11.6
OTHER				.1		.1
EQUAL EXCHANGE	(.6)	.6				-
BALANCE, NOVEMBER 30, 1999	8.9	61.5	$ 173.8	$ 242.8	$ (34.2)	$ 382.4

SEE NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, PAGES 29 - 36.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CONSOLIDATION

The consolidated financial statements include the accounts of the Company and all majority-owned subsidiaries. Investments in 20% to 50% owned affiliates are accounted for under the equity method. Significant intercompany transactions have been eliminated.

USE OF ESTIMATES

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

CASH AND CASH EQUIVALENTS

All highly liquid investments purchased with an original maturity date of three months or less are classified as cash equivalents.

INVENTORIES

Inventories are stated at the lower of cost (first-in, first-out) or market.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at cost and depreciated over its estimated useful life using the straight-line method for financial reporting and both accelerated and straight-line methods for tax reporting.

INTANGIBLE ASSETS

Intangible assets resulting from acquisitions are amortized using the straight-line method over periods up to 40 years. The recoverability of intangible assets is evaluated periodically when events or circumstances indicate a possible inability to recover the carrying amount. When factors indicate that an intangible asset should be evaluated for impairment, the Company uses various analyses, including projections of cash flows and other profitability measures, to evaluate recoverability. An impaired intangible asset is written down to fair value, which is generally the discounted value of estimated future cash flows.

PREPAID ALLOWANCES

Prepaid allowances arise when the Company prepays sales discounts and marketing allowances to certain customers in connection with multi-year sales contracts. These costs are capitalized and amortized over the lives of the contracts, generally ranging from three to five years. The amounts reported in the Consolidated Balance Sheet are stated at the lower of unamortized cost or management's estimate of the net realizable value of these costs.

RESEARCH AND DEVELOPMENT

Research and development costs are expensed as incurred.

STOCK-BASED EMPLOYEE COMPENSATION

Stock-based compensation is accounted for by using the intrinsic value-based method in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees."

FOREIGN CURRENCY TRANSLATION

Assets and liabilities of the Company's foreign subsidiaries, other than those located in highly inflationary countries, are translated at current exchange rates, while income and expenses are translated at average rates for the period. Translation gains and losses are reported in other comprehensive income in shareholders' equity. For entities in highly inflationary countries, a combination of current and historical rates is used to determine translation gains and losses, which are reported in the Consolidated Statement of Income.

ACCOUNTING AND DISCLOSURE CHANGES

The Company adopted Statement of Financial Accounting Standards (SFAS) No. 130, "Reporting Comprehensive Income." SFAS No. 130 establishes standards for reporting comprehensive income in financial statements. Comprehensive income includes all changes in equity during a period except those resulting from investments by or distributions to shareholders. The adoption of this statement had no impact on the Company's net income or shareholders' equity. Amounts in prior year financial statements have been reclassified to conform to the requirements of SFAS No. 130.

The Company adopted SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," which establishes annual and interim reporting standards for a company's operating segments and related disclosures about its products, services, geographic areas and major customers. Adoption of this standard did not impact the Company's results of operations and financial position and was limited to the presentation of its disclosures.

The Company adopted SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" in 1999. This statement requires the Company to recognize all derivatives on the balance sheet at fair value. Adoption of SFAS No. 133 did not have a material impact on the Company's results of operations and financial position.

The Company adopted Statement of Position 98-5, "Reporting on the Costs of Start-up Activities" in 1999. This statement requires the costs of start-up activities, including organization costs, to be expensed as incurred. Adoption of this standard did not have a material impact on the Company's results of operations and financial position.

RECLASSIFICATIONS

Certain amounts in prior years have been reclassified to conform to the 1999 presentation.

2. SPECIAL CHARGES AND DISCONTINUED OPERATIONS

SPECIAL CHARGES

During 1999, the Company recorded special charges of $19.0 million ($18.4 million after-tax or $0.26 per share) associated with a plan to streamline operations and an actuarial change approved by the Company's Board of Directors in May 1999. Of this amount, $18.0 million was classified as special charges and $1.0 million as cost of goods sold in the Consolidated Statement of Income.

The Company recorded special charges of $26.7 million ($23.2 million after-tax or $0.32 per share) associated with the plan to streamline operations. In Europe, the Company announced actions to consolidate certain U.K. facilities, improve efficiencies within previously consolidated European operations and realign operations between the U.K. and other European locations. Specific actions under this plan include: the closure of the Oswaldtwistle facility, one of three liquid manufacturing operations in the U.K.; streamlining manufacturing and administrative functions at the recently consolidated European operations; realignment of operations between the U.K. and other European locations; and system and process improvements throughout the Company's global operations.

The major components of the special charges include workforce reductions, building and equipment disposals, write-downs of intangible assets and other related exit costs. In total, the streamlining actions will result in the elimination of approximately 300 positions, primarily outside the U.S. As of November 30, 1999, approximately 220 positions were eliminated. These were primarily related to European initiatives, including the closure of the Oswaldtwistle facility. In addition, the Company transitioned its selling, administration and distribution operations in Switzerland to a third party distributor based in that country. Asset write-downs, including $5.7 million of property, plant and equipment, $9.1 million of intangible assets and $1.0 million in inventory, were recorded as a direct result of the Company's decision to exit facilities, businesses or operating activities. The fair value of the intangible assets, primarily related to goodwill from prior acquisitions in Finland and Switzerland, was based on a discounted value of estimated future cash flows. Other exit costs consist primarily of employee and equipment relocation costs, lease exit costs and consulting fees, some of which will be recognized as incurred.

In its entirety, expenses associated with the streamlining actions are expected to total $29.3 million. This includes amounts recognized in 1999 and future expenses which could not be accrued, but will be expensed as the actions are implemented. It is expected that $1.5 million of the future expenses will be classified as cost of goods sold or selling, general and administrative expense. The Company expects these actions to be completed in 2000.

In addition, the Company changed its actuarial method of calculating the market-related value of plan assets used in determining the expected return-on-asset component of annual pension expense. This modification resulted in a one-time special credit of $7.7 million ($4.8 million after-tax or $0.07 per share) recorded in the second quarter of 1999. Under the previous method, all realized and unrealized gains and losses were gradually included in the calculated market-related value of plan assets over a five-year period. Under the new method, the total expected investment return, which anticipates realized and unrealized gains and losses on plan assets, is included in the calculated market-related value of plan assets each year. Only the difference between total actual investment return, including realized and unrealized gains and losses, and the expected investment return is gradually included in the calculated market-related value of plan assets over a five-year period.

Under the new actuarial method, the calculated market-related value of plan assets more closely approximates fair value, while still mitigating the effect of annual market value fluctuations. It also reduces the growing difference between the fair value and calculated market-related value of plan assets that has resulted from the recent accumulation of unrecognized gains and losses. While this change better represents the amount of ongoing pension expense, the new method will not have a material impact on the Company's results of operations and financial condition.

The major components of the special charges (credits) and the remaining accrual balance as of November 30, 1999 follow:

	Severance and personnel costs	Asset write-downs	Other exit costs	Actuarial method change	Total
1999					
SPECIAL CHARGES (CREDITS)	$ 7.9	$ 15.8	$ 3.0	$ (7.7)	$ 19.0
AMOUNTS UTILIZED	(4.0)	(15.8)	(1.2)	7.7	(13.3)
	$ 3.9	$ -	$ 1.8	$ -	$ 5.7

During 1998 and 1997, the Company completed special projects related to the consolidation of manufacturing facilities, reduction of administrative staff and divestiture of non-core businesses undertaken in previous years. Due to the net impact of estimate changes, project modifications and the recognition of project expenses not accruable in previous years, the Company recorded special charges (credits) of $2.3 million and $(3.2) million in 1998 and 1997, respectively. In 1998, the realignment of several overseas operations resulted in losses less than originally anticipated and the Company discontinued its manufacturing operations in Venezuela. In 1997, the agreement in principle to dispose of an overseas food brokerage and distribution business was not consummated and the Company streamlined the food brokerage and distribution business and closed a U.S. packaging plant.

DISCONTINUED OPERATIONS

In 1996, the Company sold substantially all the assets of Gilroy Foods, Incorporated and Gilroy Energy Company, Inc. Based on the settlement of contract terms, the Company recognized income from discontinued operations, net of income taxes, of $1.0 million in 1997.

Under a non-compete agreement signed with Calpine Corporation, McCormick received payments of $4.6 million, $7.0 million and $8.0 million in 1999, 1998 and 1997, respectively, which were included in other income in the Consolidated Statement of Income. As of the end of 1999, this non-compete agreement was complete.

3. INVESTMENTS

The Company owns from 20% to 50% of its unconsolidated food products affiliates. Although the Company reports its share of net income from the affiliates, their financial statements are not consolidated with those of the Company. The Company's share of undistributed earnings of the affiliates was $38.5 million at November 30, 1999.

Summarized year-end information from the financial statements of these companies representing 100% of the businesses follows:

(MILLIONS)	1999	1998	1997
Net sales	$ 378.3	$ 344.4	$ 345.4
Gross profit	158.7	131.1	131.7
Net income	26.7	11.9	15.7
Current assets	$ 168.0	$ 161.2	$ 154.0
Noncurrent assets	82.6	71.7	73.2
Current liabilities	97.1	106.1	90.8
Noncurrent liabilities	46.1	39.5	46.5

4. FINANCING ARRANGEMENTS
The Company's outstanding debt is as follows:

(MILLIONS)	1999	1998
Short-term borrowings		
Commercial paper (1)	$ 59.6	$ 94.4
Other	33.3	44.7
	$ 92.9	$ 139.1
Weighted-average interest rate of short-term borrowings at year end	5.99%	6.57%
Long-term debt		
8.95% note due 2001(1)	$ 74.8	$ 74.7
9.75% installment notes due through 2001	5.2	8.8
9.00% installment notes due 1999	--	1.6
5.78% - 7.77% medium-term notes due 2004 to 2006	95.0	95.0
7.63% - 8.12% medium-term notes due 2024 (2)	55.0	55.0
9.34% pound sterling installment note due through 2001	7.1	11.3
10.00% Canadian dollar bond due 1999	--	6.5
3.13% yen note due 1999	--	.9
9.74% Australian dollar note due 1999	--	7.5
Other	12.0	13.6
Total long-term debt	249.1	274.9
Less current portion	7.7	24.5
	$ 241.4	$ 250.4

(1) The variable interest on commercial paper which will be used to retire the 8.95% note due 2001 is hedged by forward starting interest rate swaps for the period 2001 through 2011. Net interest payments will be fixed at 6.35% during the period.

(2) The holders have a one-time option to require retirement of these notes during 2004.

The fair value of the Company's short-term borrowings approximated the recorded value. The fair value of long-term debt including the current portion of long-term debt was $254.7 million and $298.8 million at November 30, 1999 and 1998, respectively.

The Company's long-term debt agreements contain various restrictive covenants, including limitations on the payment of cash dividends. Under the most restrictive covenants, $156.0 million of retained earnings was available for dividends at November 30, 1999.

Maturities of long-term debt during the four years subsequent to November 30, 2000 are as follows (in millions):

2001 - $85.2	2003 - $ .4
2002 - $ .5	2004 - $16.3

The Company has available credit facilities with domestic and foreign banks for various purposes. The amount of unused credit facilities at November 30, 1999 was $376.6 million, of which $300.0 million supports a commercial paper borrowing arrangement. Credit facilities in support of commercial paper issuance require a commitment fee of $.2 million. All other credit facilities require no commitment fee and are subject to the availability of funds.

Rental expense under operating leases was $17.4 million in 1999, $14.1 million in 1998 and $13.6 million in 1997. Future annual fixed rental payments for the years ending November 30 are as follows (in millions):

2000 - $12.8	2003 - $4.3
2001 - $10.7	2004 - $2.9
2002 - $ 8.0	Thereafter - $6.2

At November 30, 1999, the Company had unconditionally guaranteed $5.3 million of the debt of unconsolidated affiliates. The Company has guaranteed the residual value of a leased distribution center at 85% of its original cost.

5. FINANCIAL INSTRUMENTS

The Company utilizes derivative financial instruments to enhance its ability to manage risk, including foreign currency and interest rate exposures which exist as part of its ongoing business operations. The Company does not enter into contracts for trading purposes, nor is it a party to any leveraged derivative instrument. The use of derivative financial instruments is monitored through regular communication with senior management and the utilization of written guidelines.

The Company's derivatives are accounted for under the requirements of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." All derivatives are recognized at fair value in the Consolidated Balance Sheet. In evaluating the fair value of financial instruments, including derivatives, the Company generally uses third-party market quotes or calculates an estimated fair value on a discounted cash flow basis using the rates available for instruments with the same remaining maturities.

FOREIGN CURRENCY

The Company is potentially exposed to foreign currency fluctuations affecting net investments and earnings denominated in foreign currencies. The Company selectively hedges the potential effect of these foreign currency fluctuations by entering into foreign currency exchange contracts with highly-rated financial institutions.

Gains and losses from hedges of assets, liabilities or firm commitments are recognized through income, offsetting the change in fair value of the hedged item. The gains or losses on contracts which are designated as a hedge of anticipated purchases are deferred in other comprehensive income in shareholders' equity until the hedged item is recognized in income. Realized and unrealized gains and losses on contracts that hedge net investments are also recognized in other comprehensive income.

At November 30, 1999, the Company had foreign currency exchange contracts maturing in 2000 to purchase or sell $36.4 million of foreign currencies versus $40.7 million at November 30, 1998. The fair value of these contracts was $0.3 million and $1.1 million at November 30, 1999 and 1998, respectively.

INTEREST RATES
The Company finances a portion of its operations through debt instruments, primarily commercial paper, notes and bank loans whose fair values are indicated in Note 4. The Company utilizes interest rate swap agreements to achieve a desired proportion of variable versus fixed rate debt. The reflected gains or losses on these contracts are deferred in other comprehensive income until the contracts' effective date in 2001, after which the amounts paid or received on the contracts will be recorded as an adjustment to interest expense.

The variable interest on commercial paper which will be used to retire the 8.95% note due 2001 is hedged by forward starting interest rate swaps for the period 2001 through 2011. Net interest payments will be fixed at 6.35% during the period.

The notional amount of interest rate swaps was $75.0 million at November 30, 1999. The fair value of the swaps was $3.9 million and $(2.0) million at November 30, 1999 and 1998, respectively. The Company intends to hold the forward starting interest rate swaps until maturity.

OTHER FINANCIAL INSTRUMENTS
The Company's other financial instruments include cash and cash equivalents, receivables and accounts payable. As of November 30, 1999 and 1998, the fair value of other financial instruments held by the Company approximated the recorded value.

Investments, consisting principally of investments in unconsolidated affiliates, are not readily marketable. Therefore, it is not practicable to estimate their fair value.

CONCENTRATIONS OF CREDIT RISK
The Company is potentially exposed to concentrations of credit risk with trade accounts receivable, prepaid allowances and financial instruments. Because the Company has a large and diverse customer base with no single customer accounting for a significant percentage of trade accounts receivable and prepaid allowances, there was no material concentration of credit risk in these accounts at November 30, 1999. The Company evaluates the credit worthiness of the counterparties to financial instruments and considers nonperformance credit risk to be remote.

6. PENSION AND PROFIT SHARING PLANS

PENSION PLAN
The Company's pension expense follows:

	United States			International		
(MILLIONS)	1999	1998	1997	1999	1998	1997
Defined benefit plans						
Service cost	$ 7.4	$ 6.2	$ 5.5	$ 2.8	$ 2.7	$ 1.8
Interest cost	12.7	11.4	10.7	3.2	3.2	2.9
Expected return on plan assets	(13.2)	(11.2)	(10.2)	(5.2)	(4.9)	(3.9)
Amortization of prior service cost	.1	.1	--	.1	.1	.1
Amortization of transition asset	(.6)	(.5)	(.5)	(.1)	(.1)	(.1)
Curtailment loss	--	--	--	.2	--	--
Recognized net actuarial loss (gain)	3.3	1.6	1.6	(.1)	(.3)	(.3)
Other retirement plans	.1	.2	--	.7	.8	1.2
	$ 9.8	$ 7.8	$ 7.1	$ 1.6	$ 1.5	$ 1.7

The Company's U.S. plans held .5 million shares, with a fair value of $15.0 million, of the Company's stock at November 30, 1999. Dividends paid on these shares in 1999 were $.3 million.

Rollforwards of the benefit obligation, fair value of plan assets and a reconciliation of the plans' funded status at September 30, the measurement date, follow:

	United States		International	
(MILLIONS)	1999	1998	1999	1998
Change in benefit obligation				
Beginning of the year	$ 185.5	$ 156.2	$ 49.8	$ 43.8
Service cost	7.4	6.2	2.8	2.7
Interest cost	12.7	11.4	3.2	3.2

Employee contributions	--	--	1.1	1.1
Plan changes	.3	--	--	--
Curtailment	--	--	.4	--
Actuarial (gain) loss	(17.7)	21.3	4.2	2.4
Benefits paid	(11.7)	(9.6)	(2.2)	(1.8)
Foreign currency impact	--	--	(.4)	(1.6)
End of year	$ 176.5	$ 185.5	$ 58.9	$ 49.8
Change in fair value of plan assets				
Beginning of the year	$ 141.2	$ 134.2	$ 57.9	$ 55.2
Actual return on plan assets	16.9	5.4	4.4	5.4
Transfer	.4	--	--	--
Employer contributions	22.2	11.2	--	--
Employee contributions	--	--	1.1	1.1
Benefits paid	(11.7)	(9.6)	(2.2)	(1.8)
Foreign currency impact	--	--	(.5)	(2.0)
End of year	$ 169.0	$ 141.2	$ 60.7	$ 57.9
Reconciliation of funded status				
Funded status	$ (7.5)	$ (44.3)	$ 1.8	$ 8.1
Unrecognized net actuarial loss (gain)	26.2	43.4	(2.9)	(8.5)
Unrecognized prior service cost	.3	.4	.7	1.0
Unrecognized transition asset (liability)	.6	--	(.4)	(.5)
Net pension asset (liability)	$ 19.6	$ (.5)	$ (.8)	$ .1

Amounts recognized in the Consolidated Balance Sheet consist of the following:

	United States		International	
(MILLIONS)	1999	1998	1999	1998
Prepaid pension cost	$ 19.6	$ 5.1	$ .4	$ .8
Accrued pension liability	--	(17.9)	(1.2)	(.7)
Intangible asset	--	2.0	--	--
Deferred income taxes	--	3.7	--	--
Minimum pension liability	--	6.6	--	--
	$ 19.6	$ (.5)	$ (.8)	$ .1

The accumulated benefit obligation for the U.S. plans was $144.5 million and $153.9 million as of September 30, 1999 and 1998, respectively.

	United States		International	
	1999	1998	1999	1998
Significant assumptions				
Discount rate	8.0%	7.0%	6.0-6.5%	6.5%
Salary scale	4.5%	4.0%	3.5-4.0%	3.5-4.0%
Expected return on plan assets	10.0%	10.0%	8.5%	8.5-9.5%

PROFIT SHARING PLAN

Profit sharing plan expense was $6.0 million, $4.2 million and $4.4 million in 1999, 1998 and 1997, respectively.

The Profit Sharing Plan held 2.4 million shares, with a fair value of $78.3 million, of the Company's stock at November 30, 1999. Dividends paid on these shares in 1999 were $1.6 million.

7. OTHER POSTRETIREMENT BENEFITS

The Company's other postretirement benefit expense follows:

(MILLIONS)	1999	1998	1997
Other postretirement benefits			
Service cost	$ 2.6	$ 2.1	$ 1.9
Interest cost	4.9	4.4	4.3
Amortization of prior service cost	(.1)	(.1)	(.1)
	$ 7.4	$ 6.4	$ 6.1

Rollforwards of the benefit obligation, fair value of plan assets and a reconciliation of the plan's funded status at November 30, the measurement date, follow:

(MILLIONS)	1999	1998
Change in benefit obligation		
Beginning of the year	$ 69.8	$ 61.5
Service cost	2.6	2.1
Interest cost	4.9	4.4
Employee contributions	1.6	1.5
Plan changes	(6.1)	(.5)
Actuarial (gain) loss	(2.7)	5.9
Benefits paid	(5.0)	(5.1)
End of the year	$ 65.1	$ 69.8
Change in fair value of plan assets		
Beginning of the year	$ --	$ --
Employer contributions	3.4	3.6
Employee contributions	1.6	1.5
Benefits paid	(5.0)	(5.1)
End of the year	$ --	$ --
Reconciliation of funded status		
Funded status	$ (65.1)	$ (69.8)
Unrecognized net actuarial (gain) loss	(.2)	2.5
Unrecognized prior service cost	(7.3)	(1.3)
Other postretirement benefit liability	$ (72.6)	$ (68.6)

The assumed weighted-average discount rates were 8.0% and 7.0% for 1999 and 1998, respectively.

The assumed annual rate of increase in the cost of covered health care benefits is 7.9% for 2000. It is assumed to decrease gradually to 4.5% in the year 2007 and remain at that level thereafter. Changing the assumed health care cost trend would have the following effect:

(MILLIONS)	1-Percentage-Point Increase	1-Percentage-Point Decrease
Effect on benefit obligation as of November 30, 1999	$ 6.5	$ (5.8)
Effect on total of service and interest cost components in 1999	$ 1.0	$ (.8)

8. INCOME TAXES

The provision for income taxes consists of the following:

(MILLIONS)	1999	1998	1997
Income taxes			
Current			
Federal	$ 35.6	$ 37.6	$ 24.4
State	2.7	6.7	5.5
International	12.5	8.6	3.8
	50.8	52.9	33.7
Deferred			
Federal	7.5	.1	10.7
State	1.5	(.6)	2.3
International	.3	2.5	5.9
	9.3	2.0	18.9
Total income taxes	$ 60.1	$ 54.9	$ 52.6

The components of income from consolidated continuing operations before income taxes follow:

(MILLIONS)	1999	1998	1997
Pretax income			
United States	$ 127.0	$ 126.9	$ 115.6
International	23.0	25.6	26.7
	$ 150.0	$ 152.5	$ 142.3

A reconciliation of the U.S. federal statutory rate with the effective tax rate follows:

	1999	1998	1997
Federal statutory tax rate	35.0%	35.0%	35.0%
State income taxes, net of federal benefits	1.8	2.6	4.3
Tax effect of international operations	.5	.6	.1
Tax credits	(1.6)	(2.2)	(2.6)
Nondeductible special charges	4.2	--	--
Other, net	.2	--	.2
Effective tax rate	40.1%	36.0%	37.0%

Deferred tax liabilities and assets are comprised of the following:

(MILLIONS)	1999	1998
Deferred tax assets		
Postretirement benefit obligations	$ 36.7	$ 35.7
Accrued expenses and other reserves	12.0	15.3
Inventory	3.8	3.8
Net operating losses and tax credits	7.2	7.2
Other	19.1	16.0
Valuation allowance	(7.2)	(6.2)
	71.6	71.8
Deferred tax liabilities		
Depreciation	44.7	41.9
Other	22.2	16.0

	66.9	57.9
Net deferred tax asset	$ 4.7	$ 13.9

Deferred tax assets are primarily in the U.S. The Company has a history of having taxable income and anticipates future taxable income to realize these assets.

U.S. income taxes are not provided for unremitted earnings of international subsidiaries and affiliates. The Company's intention is to reinvest these earnings permanently or to repatriate the earnings only when it is tax effective to do so. Accordingly, the Company believes that any U.S. tax on repatriated earnings would be substantially offset by U.S. foreign tax credits. Unremitted earnings of such entities were $104.3 million at November 30, 1999.

9. STOCK PURCHASE AND OPTION PLANS

The Company has an Employee Stock Purchase Plan (ESPP) enabling substantially all U.S. employees to purchase the Company's common stock at the lower of the stock price on the grant date or the exercise date. Similarly, options were granted for certain foreign-based employees in lieu of their participation in the ESPP. Options granted under both plans have two-year terms and are fully exercisable on the grant date.

Under the Company's 1990 and 1997 Stock Option Plans and the McCormick (U.K.) Share Option Schemes, options to purchase shares of the Company's common stock have been or may be granted to employees. The option price for shares granted under these plans is the fair market value on the grant date. Options have five and ten year terms and generally become fully exercisable between two and five years of continued employment.

The Company has adopted the disclosure-only provisions of SFAS No. 123, "Accounting for Stock-Based Compensation." Accordingly, no compensation expense has been recognized for the Company's stock option plans. If the Company had elected to recognize compensation based on the fair value of the options granted at grant date as prescribed by SFAS No. 123, net income and earnings per share would have been as follows:

(MILLIONS EXCEPT PER SHARE DATA)	1999	1998	1997
Pro forma net income	$ 98.2	$ 100.1	$ 94.5
Pro forma earnings per share			
Assuming dilution	1.36	1.36	1.25
Basic	1.38	1.37	1.25

The effects of applying SFAS No. 123 on pro forma net income are not indicative of future amounts until the new rules are applied to all outstanding non-vested awards.

The per share weighted-average fair value of options granted during the year was $6.02, $7.20 and $4.63 in 1999, 1998 and 1997, respectively. The fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following range of assumptions for the Stock Option Plans, McCormick (U.K.) Share Option Schemes and the ESPP (including options to foreign employees):

	1999	1998	1997
Risk-free interest rates	4.9%-5.4%	5.5%-5.7%	5.9%-6.7%
Dividend yields	2.0%	2.0%	2.0%
Expected volatility	24.2%	23.6%	23.0%
Expected lives	1.6-6.0 years	1.3-5.3 years	1.6-4.6 years

A summary of the Company's stock option plans for the years ended November 30 follows:

(OPTIONS IN MILLIONS)	1999		1998		1997	
	SHARES	WEIGHTED-AVERAGE EXERCISE PRICE	Shares	Weighted-average exercise price	Shares	Weighted-average exercise price
Beginning of year	3.7	$ 26.50	3.2	$ 23.11	2.7	$ 22.71
Granted	1.6	$ 29.06	1.2	$ 33.15	1.3	$ 24.25
Exercised	(.6)	$ 23.54	(.6)	$ 22.57	(.3)	$ 21.94

Forfeited	(.2)	$	25.91	(.1)	$	22.27	(.5)	$ 24.91
End of year	4.5	$	27.86	3.7	$	26.50	3.2	$ 23.11
Exercisable - end of year	2.3	$	25.54	1.9	$	23.06	1.8	$ 22.73

(OPTIONS IN MILLIONS)	Options outstanding			Options exercisable	
Range of exercise price	Shares	Weighted-average remaining life in years	Weighted-average exercise price	Shares	Weighted-average exercise price
$11.06 to $24.25	1.7	1.8	$23.17	1.6	$23.12
$24.50 to $33.13	1.7	7.5	$29.07	.4	$28.90
$33.25	1.1	8.2	$33.25	.3	$33.25
	4.5	5.5	$27.86	2.3	$25.54

Under all stock purchase and option plans, there were 3.6 million and 4.8 million shares reserved for future grants at November 30, 1999 and 1998, respectively.

10. EARNINGS PER SHARE

The reconciliation of shares outstanding used in the calculation of the required earnings per share measures, basic and assuming dilution, for the years ended November 30 follows:

(millions)	1999	1998	1997
Average shares outstanding - basic	71.4	73.3	75.7
Effect of dilutive securities			
Stock options and ESPP	.6	.5	.2
Average shares outstanding - assuming dilution	72.0	73.8	75.9

11. CAPITAL STOCKS

Holders of Common Stock have full voting rights except that (1) the voting rights of persons who are deemed to own beneficially 10% or more of the outstanding shares of voting Common Stock are limited to 10% of the votes entitled to be cast by all holders of shares of Common Stock regardless of how many shares in excess of 10% are held by such person; (2) the Company has the right to redeem any or all shares of stock owned by such person unless such person acquires more than 90% of the outstanding shares of each class of the Company's common stock; and (3) at such time as such person controls more than 50% of the vote entitled to be cast by the holders of outstanding shares of voting Common Stock, automatically, on a share-for-share basis, all shares of Common Stock Non-Voting will convert into shares of Common Stock.

Holders of Common Stock Non-Voting will vote as a separate class on all matters on which they are entitled to vote. Holders of Common Stock Non-Voting are entitled to vote on reverse mergers and statutory share exchanges where the capital stock of the Company is converted into other securities or property, dissolution of the Company and the sale of substantially all of the assets of the Company, as well as forward mergers and consolidation of the Company.

12. BUSINESS SEGMENTS AND GEOGRAPHIC AREAS

BUSINESS SEGMENTS

In the fourth quarter of 1999, the Company adopted SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information." SFAS No. 131 establishes reporting standards for a company's operating segments and related disclosures about its products, services, geographic areas and major customers. The previously reported segment information has been restated to conform to the requirements of SFAS No. 131.

The Company operates in three business segments: consumer, industrial and packaging. The consumer and industrial segments manufacture, market and distribute spices, seasonings, flavorings and other specialty food products throughout the world. The consumer segment sells consumer spices, herbs, extracts, proprietary seasoning blends, sauces and marinades to the consumer food market under a variety of brands, including the McCormick and Schilling brands in the U.S., Club House in Canada, and Schwartz in the U.K. The industrial segment sells to food processors, restaurant chains, distributors, warehouse clubs and institutional operations. The packaging segment manufactures and markets plastic packaging products for food, personal care and other industries, predominantly in the U.S. Tubes and bottles are also produced for the Company's food segments.

The Company measures segment performance based on operating income. Although the segments are managed separately due to their distinct distribution channels and marketing strategies, manufacturing and warehousing is often integrated across the food segments to maximize cost efficiencies. Management does not segregate jointly utilized assets by individual food segment for internal reporting, evaluating performance or allocating capital. Asset-related information has been disclosed in aggregate for the food segments.

Accounting policies for measuring segment operating income and assets are substantially consistent with those described in Note 1, "Summary of Significant Accounting Policies." Intersegment sales are generally accounted for at current market value or cost plus markup. Because of manufacturing integration for certain products within the food segments, inventory cost, including the producing segment's overhead and depreciation, is transferred and recognized in the operating income of the receiving segment. Corporate and eliminations includes general corporate expenses, intercompany eliminations and other charges not directly attributable to the segments. Corporate assets include cash, deferred taxes and certain investments and fixed assets.

(MILLIONS)	Consumer	Industrial	Total Food	Packaging	Corporate & Eliminations	Total
1999						
NET SALES	$ 896.2	$ 941.0	$ 1,837.2	$ 169.7	$ -	$ 2,006.9
INTERSEGMENT SALES	-	11.5	11.5	34.3	(45.8)	-
OPERATING INCOME	125.3	63.0	188.3	22.2	(33.6)	176.9
OPERATING INCOME EXCLUDING SPECIAL CHARGES	136.5	73.8	210.3	19.8	(34.2)	195.9
INCOME FROM UNCONSOLIDATED OPERATIONS	13.4	-	13.4	-	-	13.4
ASSETS	-	-	983.2	117.5	88.1	1,188.8
CAPITAL EXPENDITURES	-	-	39.7	8.3	1.3	49.3
DEPRECIATION AND AMORTIZATION	-	-	44.5	11.5	1.4	57.4
1998						
Net sales	$ 836.4	$ 885.9	$ 1,722.3	$ 158.8	$ -	$ 1,881.1
Intersegment sales	-	5.0	5.0	30.0	(35.0)	-
Operating income	126.5	62.7	189.2	17.5	(23.9)	182.8
Operating income excluding special charges	129.0	61.3	190.3	18.7	(23.9)	185.1
Income from unconsolidated operations	6.2	-	6.2	-	-	6.2
Assets	-	-	1,045.9	124.7	88.5	1,259.1
Capital expenditures	-	-	36.7	16.9	1.2	54.8
Depreciation and amortization	-	-	42.2	11.2	1.4	54.8
1997						
Net sales	$ 804.8	$ 816.3	$ 1,621.1	$ 179.9	$ -	$ 1,801.0
Intersegment sales	-	4.5	4.5	25.9	(30.4)	-
Operating income	103.8	71.6	175.4	18.2	(22.8)	170.8
Operating income excluding special charges	108.7	59.0	167.7	22.8	(22.9)	167.6
Income from unconsolidated operations	8.2	(.5)	7.7	-	-	7.7
Assets	-	-	1,047.2	123.6	85.4	1,256.2
Capital expenditures	-	-	33.2	10.0	.7	43.9
Depreciation and amortization	-	-	36.4	11.0	1.9	49.3

GEOGRAPHIC AREAS

The Company has significant net sales and long-lived assets in the following geographic areas:

(MILLIONS)	United States	United Kingdom	Other Countries	Total
1999				
NET SALES	$ 1,393.9	$ 322.8	$ 290.2	$ 2,006.9
LONG-LIVED ASSETS (1)	319.0	113.7	73.4	506.1
1998				
Net sales	$ 1,291.2	$ 322.2	$ 267.7	$ 1,881.1
Long-lived assets (1)	331.7	126.7	79.5	537.9
1997				
Net sales	$ 1,222.6	$ 308.3	$ 270.1	$ 1,801.0
Long-lived assets (1)	330.3	131.5	76.2	538.0

(1) Long-lived assets include property, plant and equipment and intangible assets, net of accumulated depreciation and amortization, respectively.

13. SUPPLEMENTAL FINANCIAL STATEMENT DATA

(MILLIONS)	1999	1998
Inventories		
Finished products and work-in-process	$ 132.6	$ 138.6
Raw materials	101.6	112.3
	$ 234.2	$ 250.9
Property, plant and equipment		
Land and improvements	$ 25.0	$ 26.2
Buildings	192.7	187.6
Machinery and equipment	488.4	477.4
Construction in progress	28.9	32.1
Accumulated depreciation	(371.7)	(346.3)
	$ 363.3	$ 377.0
Intangible assets		
Cost	$ 196.8	$ 212.9
Accumulated amortization	(54.0)	(52.0)
	$ 142.8	$ 160.9
Investments and other assets		
Investments	$ 61.2	$ 52.1
Other assets	21.6	21.6
	$ 82.8	$ 73.7
Other accrued liabilities		
Payroll and employee benefits	$ 66.9	$ 47.1
Sales allowances	40.6	54.1
Income taxes	27.1	19.7
Other	86.6	87.6
	$ 221.2	$ 208.5
Other long-term liabilities		
Other postretirement benefits	$ 72.6	$ 68.6
Other	18.0	29.8
	$ 90.6	$ 98.4

(MILLIONS)	1999	1998	1997
Depreciation	$ 52.5	$ 49.9	$ 43.9
Research and development	21.4	16.9	16.1

Interest paid	33.0	37.3	38.1
Income taxes paid	55.3	49.0	25.8

14. SELECTED QUARTERLY DATA (UNAUDITED)

(MILLIONS EXCEPT PER SHARE DATA)	First	Second	Third	Fourth
1999				
NET SALES	$ 441.5	$ 468.2	$ 476.8	$ 620.4
GROSS PROFIT	145.3	157.7	164.2	250.0
OPERATING INCOME	32.7	21.0	40.9	82.3
NET INCOME	18.2	5.8	25.4	53.9
EARNINGS PER SHARE				
BASIC	.25	.08	.36	.76
ASSUMING DILUTION	.25	.08	.35	.76
DIVIDENDS PAID PER SHARE	.17	.17	.17	.17
MARKET PRICE				
HIGH	34.25	31.88	34.44	34.50
LOW	28.00	26.75	29.94	31.31
1998				
Net sales	$ 415.2	$ 435.5	$ 444.8	$ 585.6
Gross profit	133.2	141.3	146.3	228.1
Operating income	30.0	30.4	38.9	83.5
Net income	16.2	16.1	21.5	50.0
Earnings per share				
Basic	.22	.22	.29	.69
Assuming dilution	.22	.22	.29	.68
Dividends paid per share	.16	.16	.16	.16
Market price				
High	30.19	34.38	36.06	33.94
Low	26.38	28.81	29.06	27.13

The quarterly results of 1999 and 1998 include the impact of special charges as follows:

(MILLIONS EXCEPT PER SHARE DATA)	First	Second	Third	Fourth
1999				
GROSS PROFIT	$ --	$ --	$ --	$ 1.0
OPERATING INCOME	--	14.7	3.0	1.3
NET INCOME	--	14.7	2.8	.9
EARNINGS PER SHARE				
ASSUMING DILUTION	--	.20	.04	.01
1998				
Gross profit	$ --	$ --	$ --	$ --
Operating income	.1	.6	.1	1.5
Net income	--	.4	.1	1.0
Earnings per share				
Assuming dilution	--	--	--	.02

REPORT OF MANAGEMENT

We are responsible for the preparation and integrity of the consolidated financial statements appearing in our Annual Report. The consolidated financial statements were prepared in conformity with accounting principles generally accepted in the United States and include amounts based on management's estimates and judgments. All other financial data in this report has been presented on a basis consistent with the information included in the financial statements.

The Company maintains a system of internal controls that is designed to provide reasonable assurance as to the fair and reliable preparation and presentation of the consolidated financial statements, as well as to safeguard assets from unauthorized use or disposition. The internal control system is supported by formal policies and procedures which are reviewed, modified and improved as changes occur in business conditions and operations. The Company's commitment to proper selection, training and development of personnel also contributes to the effectiveness of the internal control system.

The Audit Committee of the Board of Directors, which is composed solely of outside directors, meets periodically with members of management, the internal auditors and the independent auditors to review and discuss internal accounting controls and accounting and financial reporting matters. The independent auditors and internal auditors have full and free access to the Audit Committee at any time.

The independent auditors review and evaluate the internal control systems and perform such tests on those systems as they consider necessary to reach their opinion on the Company's consolidated financial statements taken as a whole. In addition, McCormick's internal auditors perform audits of accounting records, review accounting systems and internal controls and recommend improvements when appropriate.

Although there are inherent limitations in the effectiveness of any system of internal controls, we believe our controls as of November 30, 1999 provide reasonable assurance that the financial statements are reliable and that our assets are reasonably safeguarded.

/s/ Robert J. Lawless
ROBERT J. LAWLESS
CHAIRMAN, PRESIDENT & CHIEF EXECUTIVE OFFICER

/s/ Francis A. Contino
FRANCIS A. CONTINO
EXECUTIVE VICE PRESIDENT & CHIEF FINANCIAL OFFICER

/s/ J. Allan Anderson
J. ALLAN ANDERSON
SENIOR VICE PRESIDENT

REPORT OF INDEPENDENT AUDITORS
TO THE SHAREHOLDERS

McCormick & Company, Incorporated

We have audited the accompanying consolidated balance sheets of McCormick & Company, Incorporated and subsidiaries as of November 30, 1999 and 1998 and the related consolidated statements of income, cash flows and shareholders' equity for each of the three years in the period ended November 30, 1999. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We have conducted our audits in accordance with auditing standards generally accepted in the United States. 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 consolidated financial position of McCormick & Company, Incorporated and subsidiaries at November 30, 1999 and 1998 and the consolidated results of their operations and their cash flows for each of the three years in the period ended November 30, 1999 in conformity with accounting principles generally accepted in the United States.

/s/ Ernst & Young LLP

HISTORICAL FINANCIAL SUMMARY

(MILLIONS EXCEPT PER SHARE DATA)	1999	1998	1997	1996	1995	1994
FOR THE YEAR						
Net sales	$ 2,006.9	$ 1,881.1	$ 1,801.0	$ 1,732.5	$ 1,691.1	$ 1,529.4
Percent increase	6.7%	4.4%	4.0%	2.4%	10.6%	9.2%
Operating income	176.9	182.8	170.8	93.3	172.6	86.0
Operating income excluding special charges	195.9	185.1	167.6	151.4	168.7	156.5
Income from unconsolidated operations	13.4	6.2	7.7	5.6	2.1	7.9
Net income - continuing operations	103.3	103.8	97.4	43.5	86.8	42.5
Net income (1)	103.3	103.8	98.4	41.9	97.5	61.2
PER COMMON SHARE (2)						
Earnings per share - assuming dilution (6)						
Continuing operations	$ 1.43	$ 1.41	$ 1.29	$ .54	$ 1.07	$ .52
Discontinued operations (1)	--	--	.01	.08	.13	.23
Extraordinary item	--	--	--	(.10)	--	--
Accounting change (3)	--	--	--	--	--	--
Net earnings	1.43	1.41	1.30	.52	1.20	.75
Earnings per share - basic (1)(3)(6)	1.45	1.42	1.30	.52	1.20	.75
Common dividends declared (4)	.70	.65	.61	.57	.53	.49
Market closing price - end of year	32.06	33.38	26.50	24.63	23.63	19.00
Book value per share	5.43	5.35	5.31	5.75	6.39	6.03
AT YEAR END						
Total assets	$ 1,188.8	$ 1,259.1	$ 1,256.2	$ 1,326.6	$ 1,614.3	$ 1,555.7
Current debt	100.6	163.6	121.3	108.9	297.3	214.0
Long-term debt	241.4	250.4	276.5	291.2	349.1	374.3
Shareholders' equity	382.4	388.1	393.1	450.0	519.3	490.0
Total capital	724.4	802.1	790.9	850.1	1,165.7	1,078.3
STATISTICS & RATIOS						
Percentage of net sales						
Gross profit margin	35.7%	34.5%	34.9%	34.9%	34.5%	36.5%
Operating income	8.8%	9.7%	9.5%	5.4%	10.2%	5.6%
Net income - continuing operations	5.1%	5.5%	5.4%	2.5%	5.1%	2.8%
Effective tax rate	40.1%	36.0%	37.0%	38.7%	36.1%	40.5%
Depreciation and amortization	$ 57.4	$ 54.8	$ 49.3	$ 63.8	$ 63.7	$ 62.5
Capital expenditures	$ 49.3	$ 54.8	$ 43.9	$ 74.7	$ 82.1	$ 87.7
Return on equity	28.4%	27.7%	25.2%	8.6%	20.3%	12.8%
Debt to total capital	47.2%	51.6%	50.3%	47.1%	55.5%	54.6%
Dividend payout ratio (5)	40.2%	44.8%	47.6%	50.5%	44.4%	36.4%
Average shares outstanding (6)						
Basic	71.4	73.3	75.7	80.6	81.2	81.2
Assuming dilution	72.0	73.8	75.9	80.7	81.3	81.6

(MILLIONS EXCEPT PER SHARE DATA)	1993	1992	1991	1990
FOR THE YEAR				
Net sales	$ 1,400.9	$ 1,323.9	$ 1,276.3	$ 1,166.2
Percent increase	5.8%	3.7%	9.4%	5.0%
Operating income	142.1	121.4	100.6	86.9
Operating income excluding special charges	142.1	121.4	100.6	86.9
Income from unconsolidated operations	10.3	9.9	8.8	3.7
Net income - continuing operations	82.9	73.6	60.4	51.8
Net income (1)	73.1	95.2	80.9	69.4
PER COMMON SHARE (2)				
Earnings per share - assuming dilution (6)				
Continuing operations	$ 1.01	$ .90	$ .73	$ .62
Discontinued operations (1)	.21	.26	.25	.21
Extraordinary item	--	--	--	--
Accounting change (3)	(.33)	--	--	--
Net earnings	.89	1.16	.98	.83
Earnings per share - basic (1)(3)(6)	.90	1.19	1.01	.86
Common dividends declared (4)	.45	.40	.31	.24
Market closing price - end of year	23.25	28.50	20.63	11.50
Book value per share	5.70	5.45	4.88	4.56
AT YEAR END				
Total assets	$ 1,313.2	$ 1,130.9	$ 1,037.4	$ 946.9
Current debt	84.7	122.6	78.2	30.4
Long-term debt	346.4	201.0	207.6	211.5
Shareholders' equity	466.8	437.9	389.2	364.4
Total capital	897.9	761.5	675.0	606.3

STATISTICS & RATIOS				
Percentage of net sales				
Gross profit margin	38.5%	38.9%	36.9%	36.0%
Operating income	10.1%	9.2%	7.9%	7.5%
Net income - continuing operations	5.9%	5.6%	4.7%	4.4%
Effective tax rate	41.4%	39.4%	38.4%	38.0%
Depreciation and amortization	$ 50.5	$ 43.8	$ 40.5	$ 36.6
Capital expenditures	$ 76.1	$ 79.3	$ 73.0	$ 58.4
Return on equity	17.0%	23.3%	21.8%	20.4%
Debt to total capital	48.0%	42.5%	42.3%	39.9%
Dividend payout ratio (5)	36.1%	32.8%	28.6%	28.9%
Average shares outstanding (6)				
Basic	80.8	80.1	80.0	80.9
Assuming dilution	81.8	81.9	82.4	83.7

(1) THE COMPANY DISPOSED OF BOTH GILROY FOODS, INCORPORATED AND GILROY ENERGY COMPANY, INC. IN 1996.

(2) ALL SHARE DATA ADJUSTED FOR 2-FOR-1 STOCK SPLITS IN JANUARY 1992 AND JANUARY 1990.

(3) IN 1993, THE COMPANY ADOPTED SFAS NO. 106, "EMPLOYERS' ACCOUNTING FOR POSTRETIREMENT BENEFITS OTHER THAN PENSIONS."

(4) INCLUDES FOURTH QUARTER DIVIDENDS WHICH WERE DECLARED IN DECEMBER FOLLOWING THE CLOSE OF EACH FISCAL YEAR.

(5) DOES NOT INCLUDE GAINS OR LOSSES ON SALES OF DISCONTINUED OPERATIONS, CUMULATIVE EFFECTS OF ACCOUNTING CHANGES, SPECIAL CHARGES (CREDITS) AND EXTRAORDINARY ITEMS.

(6) IN 1998, THE COMPANY ADOPTED SFAS NO. 128, "EARNINGS PER SHARE" AND PRIOR YEARS' EARNINGS PER SHARE HAVE BEEN RESTATED.

MCCORMICK WORLDWIDE

U.S.

CONSOLIDATED OPERATING UNITS

FOOD SERVICE GROUP
Hunt Valley, Maryland
Charles T. Langmead
VICE PRESIDENT & GENERAL MANAGER

FRITO WORLDWIDE DIVISION
Hunt Valley, Maryland
Andrew Fetzek, Jr.
VICE PRESIDENT & GENERAL MANAGER

GLOBAL RESTAURANT DIVISION
Hunt Valley, Maryland
Paul C. Beard
VICE PRESIDENT & GENERAL MANAGER

MCCORMICK FLAVOR DIVISION
Hunt Valley, Maryland
Randal M. Hoff
VICE PRESIDENT & GENERAL MANAGER

MCCORMICK/SCHILLING DIVISION
Hunt Valley, Maryland
Robert W. Schroeder
PRESIDENT - U.S. CONSUMER FOODS

SETCO, INC.
Anaheim, California
Donald E. Parodi
PRESIDENT

TUBED PRODUCTS, INC.
Easthampton, Massachusetts
Harvey W. Casey
PRESIDENT

AFFILIATES

SIGNATURE BRANDS, L.L.C. (50%)
Ocala, Florida

SUPHERB FARMS (50%)
Turlock, California

OUTSIDE U.S.

CONSOLIDATED OPERATING UNITS

MCCORMICK CANADA, INC.
London, Ontario, Canada
Alan D. Wilson
PRESIDENT

MCCORMICK DE CENTRO AMERICA,
S.A. DE C.V.
San Salvador, El Salvador
Arduino Bianchi
MANAGING DIRECTOR

MCCORMICK FLAVOUR GROUP
Haddenham, England
John C. Molan
MANAGING DIRECTOR

MCCORMICK GLENTHAM (PTY)
LIMITED
Midrand, South Africa
Jonathan P. Eales
MANAGING DIRECTOR

MCCORMICK FOODS AUSTRALIA
PTY. LTD.
Clayton, Victoria, Australia
Timothy J. Large
MANAGING DIRECTOR

MCCORMICK (GUANGZHOU) FOOD
COMPANY, LTD.
Guangzhou, People's Republic of China
Victor K. Sy
MANAGING DIRECTOR

MCCORMICK INGREDIENTS
SOUTHEAST ASIA PRIVATE
LIMITED
Jurong, Republic of Singapore
Hector Veloso
MANAGING DIRECTOR

MCCORMICK PESA, S.A. DE C.V.
Mexico City, Mexico
Lazaro Gonzalez
MANAGING DIRECTOR

MCCORMICK S.A.
Regensdorf Z.H., Switzerland
Michael R. Smith
MANAGING DIRECTOR

MCCORMICK U.K. PLC
Haddenham, England
John C. Molan
MANAGING DIRECTOR

MCCORMICK FOODSERVICE LIMITED
Haddenham, England
John C. Molan
MANAGING DIRECTOR

OY MCCORMICK AB
Helsinki, Finland
Risto J. Maila
MANAGING DIRECTOR

SHANGHAI MCCORMICK FOODS COMPANY, LIMITED (90%)
Shanghai, People's Republic of China
Victor K. Sy
PRESIDENT

AFFILIATES

AVT-MCCORMICK INGREDIENTS LIMITED (50%)
Cochin, India

MCCORMICK DE MEXICO, S.A. DE C.V. (50%)
Mexico City, Mexico

MCCORMICK KUTAS FOOD SERVICE LTD. (50%)
Haddenham, England

MCCORMICK-LION LIMITED (49%)
Tokyo, Japan

MCCORMICK PHILIPPINES, INC. (50%)
Manila, Philippines

P. T. SUMATERA TROPICAL SPICES (30%)
Padang, Sumatera, Indonesia

STANGE (JAPAN) K.K. (50%)
Tokyo, Japan

VAESSEN SCHOEMAKER DE MEXICO, S.A. DE C.V. (50%)
Mexico City, Mexico

INVESTOR INFORMATION

CORPORATE ADDRESS
McCormick & Company, Incorporated
18 Loveton Circle
Sparks, MD 21152-6000
U.S.A.
(410) 771-7301

STOCK INFORMATION
New York Stock Exchange
Symbol: MKC

STOCK DIVIDEND DATES - 2000

RECORD DATE	PAYMENT DATE
03/31/00	04/13/00
07/02/00	07/15/00
10/01/00	10/13/00
12/31/00	01/24/01

There were more than 12,000 shareholders of record, approximately 4,000 holders in McCormick's 401(K) plan for employees, and an estimated 25,000 "street-name" beneficial holders whose shares are held in names other than their own, for example, in brokerage accounts.

INVESTOR SERVICES
The Company offers an Investor Services Plan which provides shareholders of record the opportunity to automatically reinvest dividends, make optional cash purchases of stock through the Company, place stock certificates into book-entry safekeeping and sell book-entry shares through the Company. Individuals who are not current shareholders may purchase their initial shares directly from the Company. All transactions are subject to limitations set forth in the Plan prospectus, which may be obtained by contacting Investor Services at:
(800) 424-5855 or (410) 771-7537

To obtain WITHOUT COST a copy of the annual report filed with the Securities & Exchange Commission (SEC) on Form 10-K, contact the Treasurer's Office at the Corporate address or contact the SEC web site:
http://www.sec.gov

For general questions about McCormick or information in the annual or quarterly reports, contact the Treasurer's Office at the Corporate address or telephone:

Report ordering:
(800) 424-5855 or (410) 771-7537

Analysts' inquiries:
(410) 771-7244

Another source of McCormick information is located on the Internet. Our web site is:
http://www.mccormick.com

MISSING OR DESTROYED CERTIFICATES
OR CHECKS

Shareholders whose certificates or dividend checks are missing or destroyed should notify Investor Services immediately so that a "stop" can be placed on the old certificate or check, and a new certificate or check can be issued.

ADDRESS CHANGE

Shareholders should advise Investor Services immediately of any change in address. Please include the old address and the new address. All changes of address must be submitted in writing.

TRANSFER AGENT AND REGISTRAR

Contact Investor Services at the Corporate address or telephone:
(800) 424-5855 or (410) 771-7786

MULTIPLE DIVIDEND CHECKS AND
DUPLICATE MAILINGS

Some shareholders hold their stock in different but similar names (for example, as John Q. Doe and J. Q. Doe). When this occurs, it is necessary to create a separate account for each name. Even though the mailing addresses are the same, we are required to mail separate dividend checks and annual and quarterly reports for each account.

We encourage shareholders to eliminate multiple dividend checks and mailings by contacting Investor Services and requesting an account consolidation.

Shareholders who want to eliminate duplicate mailings but still receive multiple dividend checks and proxy material may do so by contacting Investor Services.

TRADEMARKS

Use of -Registered Trademark- or -TM- in this annual report indicates trademarks owned or used by McCormick & Company, Incorporated and its subsidiaries and affiliates.

THIS REPORT IS PRINTED ON RECYCLABLE PAPER.

[PHOTO] (SHOWN L-R, FRONT)
CONTINO, STEVENS,
WEATHERHOLTZ, LAWLESS,
DAVEY; (BACK) HRABOWSKI,
NORDHOFF, DUNN,
SCHROEDER, BRADY

DIRECTORS AND OFFICERS

BOARD OF DIRECTORS

Executive Committee
Robert J. Lawless
Francis A. Contino
Robert G. Davey
Carroll D. Nordhoff

James T. Brady+
FORMER SECRETARY
MARYLAND DEPARTMENT OF BUSINESS &
ECONOMIC DEVELOPMENT

Edward S. Dunn, Jr.*
C. J. MCNUTT CHAIR
ERIVAN K. HAUB SCHOOL OF BUSINESS
SAINT JOSEPH'S UNIVERSITY

Dr. Freeman A. Hrabowski, III +*
PRESIDENT
UNIVERSITY OF MARYLAND
BALTIMORE COUNTY

Robert W. Schroeder
PRESIDENT - U.S. CONSUMER FOODS

William E. Stevens+*
CHAIRMAN & CHIEF EXECUTIVE OFFICER
WESMARK GROUP

Karen D. Weatherholtz
SENIOR VICE PRESIDENT -
HUMAN RELATIONS

CORPORATE OFFICERS

Robert J. Lawless
CHAIRMAN, PRESIDENT &
CHIEF EXECUTIVE OFFICER

Susan L. Abbott
VICE PRESIDENT -
REGULATORY & ENVIRONMENTAL AFFAIRS

J. Allan Anderson
SENIOR VICE PRESIDENT

Allen M. Barrett, Jr.
VICE PRESIDENT -
CORPORATE COMMUNICATIONS

Francis A. Contino
EXECUTIVE VICE PRESIDENT &
CHIEF FINANCIAL OFFICER

Robert G. Davey
PRESIDENT -
GLOBAL INDUSTRIAL GROUP

Stephen J. Donohue
VICE PRESIDENT -
STRATEGIC SOURCING

Dr. Hamed Faridi
VICE PRESIDENT -
RESEARCH & DEVELOPMENT

Randall B. Jensen
VICE PRESIDENT -
OPERATIONS RESOURCES

Kenneth A. Kelly, Jr.
VICE PRESIDENT &CONTROLLER

Christopher J. Kurtzman
VICE PRESIDENT & TREASURER

Roger T. Lawrence
VICE PRESIDENT - QUALITY ASSURANCE

C. Robert Miller, II

VICE PRESIDENT -
MANAGEMENT INFORMATION SYSTEMS

Carroll D. Nordhoff
EXECUTIVE VICE PRESIDENT

Robert W. Skelton
VICE PRESIDENT, GENERAL COUNSEL
& SECRETARY

Gordon M. Stetz, Jr.
VICE PRESIDENT -
ACQUISITIONS & FINANCIAL PLANNING

Karen D. Weatherholtz
SENIOR VICE PRESIDENT -
HUMAN RELATIONS

Joyce L. Brooks
ASSISTANT TREASURER - FINANCIAL SERVICES

W. Geoffrey Carpenter
ASSOCIATE GENERAL COUNSEL &
ASSISTANT SECRETARY

David P. Smith
ASSISTANT TREASURER

J. Gregory Yawman
ASSOCIATE COUNSEL &
ASSISTANT SECRETARY

+AUDIT COMMITTEE MEMBER
*COMPENSATION COMMITTEE MEMBER

[LOGO]

MCCORMICK & COMPANY, INCORPORATED

18 Loveton Circle   Sparks, Maryland 21152-6000   U.S.A   410-771-7301

Exhibit 23

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Annual Report (Form 10-K) of McCormick & Company, Incorporated and subsidiaries of our report dated January 19, 2000, included in the 1999 Annual Report to Shareholders of McCormick & Company, Incorporated.

Our audits also included the financial statement schedule of McCormick & Company, Incorporated and subsidiaries listed in Item 14(a). This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

We also 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 January 19, 2000, with respect to the consolidated financial statements of McCormick & Company, Incorporated and subsidiaries included in the 1999 Annual Report to Shareholders and incorporated by reference in this Annual Report (Form 10-K) for the year ended November 30, 1999, and our report included in the preceding paragraph with respect to the financial statement schedule included in this Annual Report (Form 10-K) of McCormick & Company, Incorporated.

Form	Registration Number	Date Filed
8-A/12B	1-14920	4/26/99
S-8	333-74963	3/24/99
S-3	333-47611	3/9/98
S-8	33-23727	3/21/97
S-3	33-66614	7/27/93
S-3	33-40920	6/18/91
S-3	33-40920	5/29/91
S-8	33-33725	3/2/90
S-3	33-32712	12/21/89
S-3	33-24660	3/16/89
S-3	33-24659	9/15/88
S-8	33-24658	9/15/88

/s/ Ernst & Young LLP

Baltimore, Maryland

February 21, 2000

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1,000

12-MOS
NOV-30-1999
NOV-30-1999
11,961
0
217,691
3,765
234,171
490,557
734,982
371,731
1,188,779
470,632
241,432
0
0
173,802
208,620
1,188,779
2,006,917
2,006,917
1,289,714
540,331
(5,618)
0
32,431
150,059
60,110
103,306
0
0
0
103,306
1.45
1.43

Exhibit 99

MCCORMICK & COMPANY, INCORPORATED
18 LOVETON CIRCLE
SPARKS, MARYLAND 21152

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MARCH 15, 2000

The Annual Meeting of the Stockholders of McCormick & Company, Incorporated will be held at the Hunt Valley Inn, Hunt Valley, Maryland at 10:00 a.m., March 15, 2000, for the purpose of considering and acting upon:

(a) the election of directors to act until the next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified;

(b) the ratification of the appointment of Ernst & Young LLP as independent auditors of the Company to serve for the 2000 fiscal year; and

(c) any other matters that may properly come before such meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on December 31, 1999 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Meeting or any adjournments thereof. ONLY HOLDERS OF COMMON STOCK SHALL BE ENTITLED TO VOTE. Holders of Common Stock Non-Voting are welcome to attend and participate in this meeting.

IF YOU ARE A HOLDER OF COMMON STOCK, A PROXY CARD IS ENCLOSED. PLEASE SIGN THE PROXY CARD PROMPTLY AND RETURN IT IN THE ENCLOSED SELF-ADDRESSED ENVELOPE IN ORDER THAT YOUR STOCK MAY BE VOTED AT THIS MEETING. THE PROXY MAYBE REVOKED BY YOU AT ANY TIME BEFORE IT IS VOTED.

February 15, 2000

Robert W. Skelton
Secretary

PROXY STATEMENT

GENERAL INFORMATION

This Proxy Statement is furnished on or about February 15, 2000 to the holders of Common Stock in connection with the solicitation by the Board of Directors of the Company of proxies to be voted at the Annual Meeting of Stockholders or any adjournments thereof. Any proxy given may be revoked at any time insofar as it has not been exercised. Such right of revocation is not limited or subject to compliance with any formal procedure. The shares represented by all proxies received will be voted in accordance with the instructions contained in the respective proxies. The cost of the solicitation of proxies will be borne by the Company. In addition to the solicitation of proxies by use of the mails, officers and regular employees of the Company may solicit proxies by telephone, electronic mail or personal interview. The Company also may request brokers and other custodians, nominees, and fiduciaries to forward proxy soliciting material to the beneficial owners of shares held of record by such persons, and the Company may reimburse them for their expenses in so doing.

At the close of business on December 31, 1999, there were outstanding 9,132,795 shares of Common Stock which represent all of the outstanding voting securities of the Company. Except for certain voting limitations imposed by the Company's Charter on beneficial owners of ten percent or more of the outstanding Common Stock, each of said shares of Common Stock is entitled to one vote. Only holders of record of Common Stock at the close of business on December 31, 1999 will be entitled to vote at the meeting or any adjournments thereof.

PRINCIPAL STOCKHOLDERS

On December 31, 1999, the assets of The McCormick Profit Sharing Plan (the "Plan") included 2,431,102 shares of the Company's Common Stock, which represented 26.6% of the outstanding shares of Common Stock. The address for the Plan is 18 Loveton Circle, Sparks, Maryland 21152. The Plan is not the beneficial owner of the Common Stock for purposes of the voting limitations described in the Company's Charter. Each Plan participant has the right to vote all shares of Common Stock allocated to such participant's Plan account. The Plan's Investment Committee possesses investment discretion over the shares, except that, in the event of a tender offer, each participant of the Plan is entitled to instruct the Investment Committee as to whether to tender Common Stock allocated to such participant's account. Membership on the Investment Committee consists of three directors, Francis A. Contino, Carroll D. Nordhoff, and Karen D. Weatherholtz, and the Company's Senior Vice President, J. Allan Anderson, the Company's Vice President & Treasurer, Christopher J. Kurtzman and the Company's Vice President, General Counsel & Secretary, Robert W. Skelton.

Harry K. Wells and his wife Lois L.Wells, whose address is P. O. Box 409, Riderwood, Maryland 21139, held in two trusts 576,623 shares of Common Stock as of December 31, 1999, representing 6.3% of the outstanding shares of Common Stock.

Hugh P. McCormick and his wife Joy J. McCormick, whose address is 606 Brightwood Club Drive, Lutherville, Maryland 21093 held 478,952 shares of Common Stock as of December 31, 1999, representing 5.2% of the outstanding shares of Common Stock.

ELECTION OF DIRECTORS

The persons listed in the following table have been nominated for election as directors to serve until the next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified. Management has no reason to believe that any of the nominees will be unavailable for election. In the event a vacancy should occur, the proxy holders reserve the right to reduce the total number of nominations for election. There is no family relationship between any of the nominees. No nominee has a substantial interest in any matter to be acted upon at the Annual Meeting.

The following table shows, as of December 31, 1999, the names and ages of all nominees, the principal occupation and business experience of each nominee during the last five years, the year in which each nominee was first elected to the Board of Directors, the amount of securities beneficially owned by each nominee, and directors and executive officers as a group, and the nature of such ownership. Except as shown in the table, no nominee owns more than one percent of either class of the Company's common stock.

REQUIRED VOTE OF STOCKHOLDERS. The favorable vote of at least a majority of the shares of Common Stock of the Company present in person or by proxy at a meeting at which a quorum is present is required for the election of each nominee.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR EACH OF THE NOMINEES LISTED BELOW.

Name	Age	Principal Occupation & Business Experience	Year First Elected Director	Amount and Nature* of Beneficial Ownership	
				Common	Common Non-Voting
James T. Brady	59	Managing Director-Mid-Atlantic, Ballantrae International, Ltd. (1999 to present); Consultant, (1998 to 1999); Secretary, Maryland Department of Business and Economic Development (1995 to 1998)	1998	138	1,000
Francis A. Contino	54	Executive Vice President & Chief Financial Officer (June 1998 to present); Managing Partner (Baltimore Office), Ernst &Young LLP (1995 to June 1998)	1998	6,188	3,370
Robert G. Davey	50	President-Global Industrial Group (June 1998 to present); Executive Vice President & Chief Financial Officer (1996 to June 1998); Vice President & Chief Financial Officer (1994 to 1996)	1994	56,624	17,248
Edward S. Dunn, Jr.	56	C.J. McNutt Chair in Food Marketing, Erivan Haub School of Business, St. Joseph's University (1998 to present); President, Dunn Consulting (1997 to present); President, Harris Teeter, Inc. (1989 to 1997)	1998	469	2,047
Freeman A. Hrabowski, III	49	President, University of Maryland Baltimore County (1992 to present)	1997	1,957	1,512

Name	Age	Principal Occupation & Business Experience	Year First Elected Director	Amount and Nature* of Beneficial Ownership Common	Common Non-Voting
Robert J. Lawless	53	Chairman of the Board (1999 to present); President (1996 to present); Chief Executive Officer (1997 to Present) & Chief Operating Officer (1995 to present); Executive Vice President (1995 to 1996)	1994	104,598 (1.1%)	33,600
Carroll D. Nordhoff	54	Executive Vice President (1994 to present)	1991	81,421	23,249
Robert W. Schroeder	54	President-U.S. Consumer Foods (1999 to present); Vice President & General Manager McCormick/Schilling Division (1995 to 1999)	1996	47,735	14,892
William E. Stevens	57	Chairman and Chief Executive Officer, Wesmark Group (1999 to present); Executive Vice President, Mills & Partners, (1996 to 1999); President and Chief Executive Officer, United Industries Corp. (1989 to 1996)	1988	4,532	9,450
Karen D. Weatherholtz	49	Senior Vice President-Human Relations (1999 to present); Vice President - Human Relations (1988 to 1999)	1992	27,711	7,199
Directors and Executive Officers as a Group (14 persons)				436,883 (4.8%)	156,878

* Includes shares of Common Stock and Common Stock Non-Voting known to be beneficially owned by directors and executive officers alone or jointly with spouses, minor children and relatives (if any) who have the same home as the director or executive officer. Also includes the following numbers of shares which could be acquired within 60 days of December 31, 1999 pursuant to the exercise of stock options: Mr. Contino - 6,188 shares of Common Stock, 2,063 shares of Common Stock Non-Voting; Mr. Davey - 40,905 shares of Common Stock, 13,634 shares of Common Stock Non-Voting; Mr. Hrabowski - 1,150 shares of Common Stock, 1,250 shares of Common Stock Non-Voting; Mr. Lawless - 73,606 shares of Common Stock, 24,534 shares of Common Stock Non-

Voting; Mr. Nordhoff - 43,248 shares of Common Stock, 14,416 of Common Stock Non-Voting; Mr. Schroeder - 26,710 shares of Common Stock, 8,903 of Common Stock Non-Voting; Mr. Stevens - 2,250 shares of Common Stock, 2,250 shares of Common Stock Non-Voting; Ms. Weatherholtz - 12,116 shares of Common Stock, 4,039 shares of Common Stock Non-Voting; and directors and executive officers as a group - 250,396 shares of Common Stock, 85,831 shares of Common Stock Non-Voting. Also includes shares of Common Stock which are beneficially owned by virtue of participation in the McCormick Profit Sharing Plan: Mr. Davey - 3,145 shares; Mr. Lawless - 1,610 shares; Mr. Nordhoff - 8,182 shares; Mr. Schroeder - 14,632 shares; Ms. Weatherholtz - 8,906 shares; and directors and executive officers as a group - 44,691 shares.

BOARD COMMITTEES

The Board of Directors has established the following committees to perform certain specific functions. There is no Nominating Committee of the Board of Directors. Board Committee membership as of February 15, 2000 is listed below.

AUDIT COMMITTEE. This Committee reviews the plan for and the results of the independent audit and internal audit, reviews the Company's financial information and internal accounting and management controls, and performs other related duties. The following directors are currently members of the Committee and serve at the pleasure of the Board of Directors: Messrs. Brady, Hrabowski and Stevens. The Audit Committee held four meetings during the last fiscal year.

COMPENSATION COMMITTEE. This Committee establishes and oversees executive compensation policy; makes decisions about base pay, incentive pay and any supplemental benefits for the Chief Executive Officer, other members of the Executive Committee, and any other executives listed in the proxy statement as one of the five highest paid executives; and approves the grant of stock options, the timing of the grants, the price at which the options are to be offered, and the amount of the options to be granted to employee directors and officers. The following directors are members of the Committee and serve at the pleasure of the Board of Directors: Messrs. Dunn, Hrabowski and Stevens. None of the Committee members is an employee of the Company or is eligible to participate in any Company stock option program that is administered by the Committee. The Compensation Committee held three meetings during the last fiscal year.

EXECUTIVE COMMITTEE. This Committee possesses authority to exercise all of the powers of the Board of Directors in the management and direction of the affairs of the Company between meetings of the Board of Directors, subject to specific limitations and directions of the Board of Directors and subject to limitations of Maryland law. This Committee also reviews and approves all benefits and salaries of a limited group of senior executives and reviews and approves individual awards under approved stock option plans for all persons except directors and officers (see Compensation Committee). The following directors are currently members of the Committee and serve at the pleasure of the Board of Directors: Messrs. Contino, Davey, Lawless and Nordhoff. The Executive Committee held 17 meetings during the last fiscal year.

ATTENDANCE AT MEETINGS

During the last fiscal year, there were eight meetings of the Board of Directors. All of the Directors were able to attend at least 75% of the total number of meetings of the Board and the Board Committees on which they served.

OTHER DIRECTORSHIPS

Certain individuals nominated for election to the Board of Directors hold directorships in other companies. Mr. Brady is a director of Constellation Energy Group, Inc. and Allfirst Financial, Inc. Dr. Hrabowski is a director of Constellation Energy Group, Inc., the Baltimore Equitable Society, and Mercantile Shareholders Corporation. Mr. Lawless is a director of Carpenter Technology Corporation. Mr. Stevens is a director of The Earthgrains Company.

REPORT ON EXECUTIVE COMPENSATION

COMPENSATION PHILOSOPHY AND OBJECTIVES

The Company has at the core of its compensation philosophy to attract, motivate and retain top quality executives who will think and act like owners and who will make decisions in the best interests of our shareholders. This is accomplished by offering a total compensation package that reflects the stated financial goals of the Company, provides support and direction for our corporate strategy, and compensates competitively for each executive's responsibilities and performance. Through a mix of base salary, an annual incentive program, a mid-term incentive program, and a long-term incentive program, the Company is able to achieve focus on individual, operating unit, and corporate success.

To assist the Company in determining the relevance and competitiveness of its executive compensation, periodic special studies are conducted by independent compensation consultants. The Compensation Committee engaged Towers Perrin in 1997 to conduct a full review of the Company's compensation policies and practices. Implementation of the consultant's recommendations resulted in total compensation levels that are competitive with peer companies. An outside consultant will be engaged during the first half of 2000 to conduct another full review.

BASE SALARIES

Salary levels of the Company's senior executives are reviewed annually and, where appropriate, are adjusted to reflect individual responsibilities and performance as well as the Company's competitive position within the food industry. The Compensation Committee sets base salaries by targeting midpoints of the marketplace median and adjusting each executive officer's salary to reflect individual performance, experience, and contribution. The Compensation Committee considers salaries paid to senior executives at companies which are comparable to the Company (based on line of business or sales volume) in establishing base salaries for senior executives of the Company. Those companies included most of the thirteen companies in the S&P Food Products Index and other manufacturing companies which are not included in that index but which had similar sales volumes.

ANNUAL INCENTIVE PROGRAM

The following methodology was used to determine bonus payouts for fiscal year 1999.

ACTIONS AT THE START OF THE FISCAL YEAR:

- A target bonus was set for each participating executive based upon a percentage of the midpoint of the salary range for the executive's job and was calculated to provide median compensation for growth that is comparable to peer companies in the food industry.

- The Compensation Committee approved the level of payment to be made for superior performance relative to peer companies. In no case does the maximum payment to an individual exceed two times the target bonus. No bonus is paid to a participating executive if there is no growth in earnings per share.

- The amount of target bonus payable to operating unit executives was based on a formula, weighted two-thirds on achievement of the operating profit and economic value added objectives of the executive's operating unit and one-third on growth in the Company's earnings per share.

ACTIONS AT FISCAL YEAR END:

- Financial statements were prepared for the Company and each operating unit.

- Calculations were made according to the formula for each operating unit and for the Company.

MID-TERM INCENTIVE PROGRAM

In 1998, the Compensation Committee, the Board of Directors and shareholders approved a Mid-Term Incentive Program for the three-year period beginning December 1, 1997 and ending November 30, 2000. Any payout, if earned, will occur at the end of the three-year period. According to plan provisions, a second cycle of the plan began December 1, 1999 and will end November 30, 2002. The Compensation Committee believes that this Program plays an important role in aligning the compensation of top executives with the key strategic needs of the Company during the next three years. This Program facilitates clear focus on the strategic objectives that will drive the Company's success; specifically, sales growth and total shareholder return. It is targeted to a small number of executives who are in positions which have a significant impact on the achievement of the objectives of the Company as a whole, and who must provide strategic focus to a time horizon that extends beyond any one fiscal year. The Program is designed such that award amounts are tightly linked to the level of achievement of the Program's objectives, and the rewards are highly leveraged, so that superior payouts are made only for superior performance. It enhances our overall incentive program when combined with stock options to achieve McCormick's longer term strategies, and it provides a means to motivate and retain top talent at the most senior levels.

LONG-TERM INCENTIVE PROGRAM

Under the Long-Term Incentive Program, stock options are granted by the Compensation Committee to approximately 470 management employees of the Company, including executive officers. The purpose of stock option grants is to aid the Company in securing and retaining capable employees by offering them an incentive, in the form of a proprietary interest in the Company, to join or continue in the service of the Company and to maximize their efforts to promote its economic performance. This incentive is created by granting options that have an exercise price of not less than 100% of the fair market value of the underlying stock on the date of grant, so that the employee may not profit from the option unless the Company's stock price increases. Options granted are designed to help the Company retain employees in that they are not fully exercisable in the early years and "vest" only if the employee remains with the Company. Accordingly, an employee must remain with the Company for a period of years in order to enjoy the full economic benefit of the option. The number of options granted is a function of the recipient's salary grade level.

CHIEF EXECUTIVE OFFICER COMPENSATION

Mr. Lawless' base compensation is shown in the salary column of the Summary Compensation Table on page 11. During 1999, Mr. Lawless received a promotional increase when he was promoted to the position of Chief Executive Officer, President and Chairman of the Board. He also received a merit increase determined according to the same criteria as other executives.

In March 1999, Mr. Lawless was awarded a stock option in the amount of 83,800 shares. Mr. Lawless' annual incentive award for fiscal year 1999 was $786,200 and was determined by the criteria and calculations applied to other executives and described on page 8.

1999 COMPENSATION ACTIONS - OTHER EXECUTIVE OFFICERS

Salary increases, annual incentive awards and long-term incentive grants for executive officers were granted in a manner consistent with those granted to other Company managers.

Submitted by:

COMPENSATION COMMITTEE

William E. Stevens, Chairman
Edward S. Dunn, Jr.
Freeman A. Hrabowski, III

EXECUTIVE COMMITTEE

Robert J. Lawless, Chairman
Francis A. Contino
Robert G. Davey
Carroll D. Nordhoff

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During the period from December 1, 1998 until March 17, 1999, the Compensation Committee was comprised of five independent outside directors. James S. Cook and George V. McGowan retired from the Board and the Committee in March 1999. No member of the Committee has any interlocking or insider relationship with the Company that is required to be reported under the applicable rules and regulations of the Securities and Exchange Commission.

Until March 17, 1999, members of the Executive Committee were Francis A. Contino, Robert G. Davey, Robert J. Lawless (Chairman), Charles P. McCormick, Jr. and Carroll D. Nordhoff. Mr. McCormick retired from the Board and the Executive Committee in March 1999. All except Mr. McCormick are employees and executive officers of the Company. Mr. McCormick is a retired employee of the Company. The table beginning on page 4 of this Proxy Statement sets forth the business experience of each of the members.

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation paid by the Company and its subsidiaries for services rendered during each of the fiscal years ended November 30, 1999, 1998 and 1997 to the Chief Executive Officer of the Company and each of the four most highly compensated executive officers who were executive officers on the last day of the 1999 fiscal year, determined by reference to total salary and bonus paid to such individuals for the 1999 fiscal year.

					Long Term Compensation	
	Annual Compensation					
					Awards	All Other
Name and Principal Position	Fiscal Year	(1) Salary ($)	Bonus ($)	Other Annual Compensation ($)	Securities Underlying Options/SARs (#)	Compensation ($) (2)
ROBERT J. LAWLESS	1999	583,033	786,200	(3)	83,800	9,745
Chairman of the Board,	1998	534,700	247,800		83,800	9,405
President & Chief	1997	479,567	385,000		53,000	6,117
Executive Officer						
ROBERT G. DAVEY	1999	380,950	395,200	(3)	42,700	7,816
President - Global	1998	344,700	144,000		38,800	6,505
Industrial	1997	284,567	195,240		28,600	4,991
Group						
FRANCIS A. CONTINO	1999	326,367	301,000	(3)	31,800	3,294
Executive Vice President &	1998	146,283	55,000		33,000	0
Chief Financial Officer	1997	N/A	N/A		N/A	N/A
CARROLL D. NORDHOFF	1999	292,283	301,000	(3)	31,800	6,910
Executive Vice President	1998	281,200	110,000		31,800	6,044
	1997	267,400	170,160		28,600	5,245
ROBERT W. SCHROEDER	1999	285,967	191,000	(3)	26,400	6,621
President - U.S. Consumer	1998	271,550	146,425		26,400	5,702
Foods	1997	250,400	142,000		22,100	4,908

(1) Includes Corporate Board of Directors fees and service awards.

(2) Amounts paid or accrued under the Company's Profit Sharing Plan for the accounts of such individuals. Figures for 1999 are estimates. The stated figures represent the amounts that would have been contributed to the individual's account under the Company's Profit Sharing Plan but

for certain limits imposed by the Internal Revenue Code. Amounts in excess of these limits were paid in cash to these individuals as follows: In 1999, for Messrs. Davey, Lawless, Nordhoff and Schroeder the excess amounts were $2,433, $4,362, $1,528, and $1,238, respectively; in 1998 for Messrs. Davey, Lawless, Nordhoff and Schroeder the excess amounts were $2,239, $5,139, $1,778, and $1,436, respectively; and in for 1997 for Messrs. Davey, Lawless, Nordhoff and Schroeder the excess amounts were $725, $1,858, $979 and $642, respectively.

(3) There is no amount of other annual compensation that is required to be reported.

COMPENSATION OF DIRECTORS

Corporate Board of Directors fees are paid at the rate of $7,200 per year for each director who is an employee of the Company. Fees paid to each director who is not an employee of the Company consist of an annual retainer fee of $22,000 in cash, $4,000 in Common Stock of the Company, and $1,100 for each Board meeting attended. Non-employee directors serving on Board Committees receive $1,000 for each Committee meeting attended, with Committee chairs receiving an additional $250 for each Committee meeting attended.

PENSION PLAN TABLE

The following table shows the estimated annual benefits (on a single-life basis), including supplemental benefits, payable upon retirement (assuming retirement at age 65) to participants in the designated average compensation and years of service classifications:

AVERAGE	YEARS OF SERVICE					
COMPENSATION	10 Years	15 Years	20 Years	25 Years	30 Years	35 Years
$350,000	$58,323	$87,483	$116,643	$145,804	$174,965	$204,126
$400,000	$67,023	$100,533	$134,043	$167,554	$201,065	$234,576
$450,000	$75,723	$113,583	$151,443	$189,304	$227,165	$265,026
$500,000	$84,423	$126,633	$168,843	$211,054	$253,265	$295,476
$550,000	$93,123	$139,683	$186,243	$232,804	$279,365	$325,926
$600,000	$101,823	$152,733	$203,643	$254,554	$305,465	$356,376
$650,000	$110,523	$165,783	$221,043	$276,304	$331,565	$386,826
$700,000	$119,223	$178,833	$238,443	$298,054	$357,665	$417,276
$750,000	$127,923	$191,883	$255,843	$319,804	$383,765	$447,726
$800,000	$136,623	$204,933	$273,243	$341,554	$409,865	$478,176
$850,000	$145,323	$217,983	$290,643	$363,304	$435,965	$508,626
$900,000	$154,023	$231,033	$308,043	$385,054	$462,065	$539,076

The Company's Pension Plan is non-contributory. A majority of the employees of the Company and participating subsidiaries are eligible to participate in the Plan upon completing one year of service and attaining age 21. The Plan provides benefits (which are reduced by an amount equal to 50% of the participant's Social Security benefit) based on an average of the participant's highest consecutive 60 months of compensation, excluding any cash bonuses, and length of service. In 1979, the Company adopted a supplement to its Pension Plan to provide a limited group of its senior executives with an inducement to retire before age 65. That group of senior executives will receive credit for additional service for employment after age 55. In 1983, the supplement was expanded to include a significant portion of the senior executives' bonuses in the calculation of pension benefits. The supplement was amended in 1996 to provide that if a senior executive with Company service outside the U.S. retires after serving at least his or her last three years in the U.S., all of the executive's years of Company service, including years of service with foreign subsidiaries of the Company, will be counted in calculating pension benefits. The group of senior executives includes those listed in the table on page 11.

For purposes of calculating the pension benefit, the average of the highest consecutive 60 months of compensation for the executives listed in the compensation table as of November 30, 1999 is as follows: Mr. Contino - $527,611, Mr. Davey - $441,933, Mr. Lawless - $793,348, Mr. Nordhoff - $412,986, and Mr. Schroeder - $360,360. The years of credited service for these executives as of the same date are: Mr. Contino - 1.5, Mr. Davey - 22.5, Mr. Lawless - 23, Mr. Nordhoff - 29 and Mr. Schroeder - 14.

In 1999, the Company adopted a deferred compensation plan which allows a limited number of management employees to defer the payment of portions of salary and bonus. Plan participants may invest their deferred compensation in any one or a combination of the plan's investment funds. In most cases, deferred amounts plus earnings are paid out upon the participant's retirement or termination of employment.

STOCK OPTIONS

During the last fiscal year, the Company has granted stock options to certain employees, including executive officers, pursuant to stock option plans approved by the Company's stockholders.

OPTION/SAR GRANTS IN LAST FISCAL YEAR

Individual Grants*					Potential Realizable Value At Assumed Annual Rates of Stock Price Appreciation For Option Term ($)**		
Name	Number of Securities Underlying Options/SARs Granted (#)	% of Total Options/SARs Granted To Employees in Fiscal Year	Exercise or Base Price ($/Shares)	Expiration Date	0%	5%	10%
Robert J. Lawless	83,800	6.5	$29.0625	03/17/09	$0	$1,476,187	$3,793,170
Robert G. Davey	42,700	3.3	$29.0625	03/17/09	$0	$752,186	$1,932,797
Francis A. Contino	31,800	2.5	$29.0625	03/17/09	$0	$560,176	$1,439,413
Carroll D. Nordhoff	31,800	2.5	$29.0625	03/17/09	$0	$560,176	$1,439,413
Robert W. Schroeder	26,400	2.1	$29.0625	03/17/09	$0	$465,052	$1,194,984

* The stock options are exercisable cumulatively as follows: none of the shares granted during the first year of the option; not more than 25% of the shares granted during the second year of the option; not more than 50% of the shares granted during the third year of the option, less any shares for which the option has been previously exercised; not more than 75% of the shares granted during the fourth year of the option, less any shares for which the option has been previously exercised; and 100% of the shares granted, less any portion of such option previously exercised, at any time during the period between the end of the fourth year of the option and the expiration date. Approximately 470 employees of the Company were granted options under the Company's option plans during the last fiscal year.

** The dollar amounts under these columns are the result of calculations at 0%, and at the 5% and 10% compounded annual rates set by the Securities and Exchange Commission, and therefore are not intended to forecast future appreciation, if any, in the price of the Company's Common Stock. The potential realizable values illustrated at 5% and 10% compound annual appreciation assume that the price of the Company's Common Stock increases $18.28 and $46.32 per share, respectively, over the 10-year term of the options. If the named executives realize these values, the Company's stockholders will realize aggregate appreciation in the price of the approximately 69 million shares of the Company's Common Stock outstanding as of December 31, 1999 of approximately $1.26 billion and $3.20 billion, over the same period.

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR

AND

FISCAL YEAR-END OPTION/SAR VALUES

Name	Shares Acquired on Exercise (#)	Value Realized ($)	Number of Shares Underlying Unexercised Options/SARs at FY-End (#) Exercisable/Unexercisable	Value of Unexercised In-the-Money Options/SARs at FY-End ($) Exercisable/ Unexercisable
Robert J. Lawless	4,800	$21,900	98,140/159,710	$660,718/$370,198
Robert G. Davey	4,000	$25,125	54,539/84,861	$392,796/$246,898
Francis A. Contino	0	$0	8,251/56,549	$3,135/$104,805
Carroll D. Nordhoff	13,250	$63,766	57,664/68,786	$438,965/$216,638
Robert W. Schroeder	3,000	$16,313	35,613/58,887	$257,506/$186,025

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN*
AMONG MCCORMICK & COMPANY, INCORPORATED,
S&P 500 STOCK INDEX & S&P FOOD PRODUCTS INDEX**

Set forth below is a line graph comparing the yearly percent change in the Company's cumulative total shareholder return (stock price appreciation plus reinvestment of dividends) on the Company's Common Stock with (i) the cumulative total return of the Standard & Poor's 500 Stock Index, assuming reinvestment of dividends, and (ii) the cumulative total return of the Standard & Poor's Food Products Index, assuming reinvestment of dividends.

	1994	1995	1996	1997	1998	1999
McC	100	127	136	150	193	189
S&P 500	100	137	175	225	278	336
S&P Food	100	128	163	219	246	199

Assumes $100 invested on December 1, 1994 in McCormick & Company, Incorporated Common Stock; S&P 500 Stock Index and S&P Food Products Index

* Total Return Assumes Reinvestment of Dividends
** Fiscal Year ending November 30

RATIFICATION OF APPOINTMENT OF AUDITORS

The Board of Directors, upon recommendation of the Audit Committee, has appointed the accounting firm of Ernst & Young LLP to serve as the independent auditors of the Company for the current fiscal year subject to ratification by the stockholders of the Company. Ernst & Young LLP were first appointed to serve as independent auditors of the Company in 1982 and are considered by management of the Company to be well qualified.

Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

REQUIRED VOTE OF STOCKHOLDERS. The favorable vote of at least a majority of the shares of Common Stock of the Company present in person or by proxy at a meeting at which a quorum is present is required for ratification of the appointment of independent auditors.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR RATIFICATION.

OTHER MATTERS

Management knows of no other matters that may be presented for consideration at the meeting. However, if any other matters properly come before the meeting, it is the intention of the persons named in the proxy to vote such proxy in accordance with their judgment on such matters.

VOTING PROCEDURES

Each matter submitted to the stockholders for a vote is deemed approved if a majority of the shares of Common Stock of the Company present in person or by proxy at a meeting at which a quorum is present votes in favor of the matter. The presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum.

Stockholder votes are tabulated manually by the Company's Shareholder Relations Office. Broker non-votes are neither counted in establishing a quorum nor voted for or against matters presented for stockholder consideration; proxy cards that are executed and returned without any designated voting direction are voted in the manner stated on the proxy card. Abstentions and broker non-votes with respect to a proposal are not counted as favorable votes, and therefore have the same effect as a vote against the proposal.

STOCKHOLDER PROPOSALS FOR 2001 ANNUAL MEETING

Proposals of stockholders to be presented at the 2001 Annual Meeting must be received by the Secretary of the Company prior to October 15, 2000 to be considered for inclusion in the 2001 proxy material.