

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

For the fiscal year ended November 30, 1994

Commission file number 0-748

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

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

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

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

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

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

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

Common Stock, No Par Value (Title of Class)	Common Stock Non-Voting, No Par Value (Title of Class)
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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

Aggregate market value of the voting stock held by nonaffiliates of the registrant \$190,760,977

The aggregate market value indicated above was calculated as follows: The number of shares of voting stock held by nonaffiliates of the registrant as of January 31, 1995 was 8,718,509. This number excludes shares held by the McCormick Profit Sharing Plan and PAYSOP and its Trustees, the McCormick Pension Plan and its Trustees, and the directors and officers of the registrant, who may or may not be affiliates. This number was then multiplied by the closing price of the stock as of January 31, 1995, \$21.88.

CLASS	NUMBER OF SHARES OUTSTANDING	DATE
Common Stock	13,199,186	1/31/95
Common Stock Non-Voting	68,045,563	1/31/95

DOCUMENTS INCORPORATED BY REFERENCE

DOCUMENT	PART OF FORM 10-K INTO WHICH INCORPORATED
Registrant's 1994 Annual Report to Stockholders	Part I, Part II, Part IV
Registrant's Proxy Statement dated 2/15/95	Part III, Part IV

FORM 11-K

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

Commission File Number 0-748

For the fiscal year ended November 30, 1994

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

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

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

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

Item 4. Financial Statements and Exhibits.

a) i)	Report of Independent Auditors.....	1
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b)	Exhibits: Independent Auditors' Consent Letter as to Incorporation of their Report on the Plan's Financial Statements.	

SIGNATURES

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

THE MCCORMICK PROFIT SHARING PLAN
AND PAYSOP

DATE: By: /s/ Karen D. Weatherholtz
Karen D. Weatherholtz
Vice President-Human Relations

Audited Financial Statements

The McCormick Profit Sharing Plan and PAYSOP

November 30, 1994
with Report of Independent Auditors

The McCormick Profit Sharing Plan and PAYSOP

Audited Financial Statements

November 30, 1994

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Report of Independent Auditors

To the Investment Committee
McCormick & Company, Incorporated

We have audited the accompanying statements of financial condition of the McCormick Profit Sharing Plan and PAYSOP as of November 30, 1994 and 1993, and the related statements of changes in plan equity for each of the three years in the period ended November 30, 1994. We have also audited the schedules of allocation of plan equity to investment programs as of November 30, 1994 and 1993 and allocation of changes in plan equity to investment programs for each of the three years in the period ended November 30, 1994. These financial statements and schedules are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of the McCormick Profit Sharing Plan and PAYSOP at November 30, 1994 and 1993, and the changes in plan equity for each of the three years in the period ended November 30, 1994, in conformity with generally accepted accounting principles. Furthermore, it is our opinion that the schedules referred to above present fairly the information set forth therein in compliance with the applicable accounting regulations of the Securities and Exchange Commission.

Ernst & Young LLP
Baltimore, Maryland
May 19, 1995

The McCormick Profit Sharing Plan and PAYSOP

Statements of Financial Condition

	November 30	
	1994	1993
Assets		
Investments:		
Securities--at market value:		
McCormick & Company, Incorporated--common stock	\$ 70,518,267	\$113,374,707
Unaffiliated Issuers:		
Temporary investments	487,474	19,711,204
Mutual Funds	56,215,416	-
Participant loans	3,077,917	2,344,381
Total investments	130,299,074	135,430,292
Receivables:		
Accrued interest and dividends	2,439	58,611
Employer contributions	4,028,631	4,812,557
Total receivables	4,031,070	4,871,168
Cash	30,944	7,879
	134,361,088	140,309,339
Liabilities		
Administrative expenses payable	-	18,225
Withdrawals payable	-	480,899
	-	499,124
Plan equity	\$134,361,088	\$139,810,215

See accompanying notes.

The McCormick Profit Sharing Plan and PAYSOP

Statements of Changes in Plan Equity

	Year ended November 30		
	1994	1993	1992
Additions			
Employer contributions	\$ 6,259,953	\$ 6,512,133	\$ 5,668,619
Employee contributions	10,660,749	8,414,243	7,361,346
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	1,763,800	2,070,382	1,716,028
Mutual funds	2,936,437	138,528	112,504
Interest income	271,349	954,826	790,554
Other receipts	108,724	292	-
	22,001,012	18,090,404	15,649,051
Deductions			
Participant withdrawals	7,896,638	8,338,081	9,611,394
Administrative expenses	243,886	368,741	198,606
Other disbursements	-	1,390	-
	8,140,524	8,708,212	9,810,000
Net realized gain on investments	19,624,604	4,231,911	5,640,037
Net unrealized (depreciation) appreciation of investments	(38,934,219)	(28,080,518)	30,204,380
Net (decrease) increase	(5,449,127)	(14,466,415)	41,683,468
Plan equity at beginning of year	139,810,215	154,276,630	112,593,162
Plan equity at end of year	\$134,361,088	\$139,810,215	\$154,276,630

See accompanying notes.

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements

1. Significant Accounting Policies

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

Valuation of Securities

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

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

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

Administrative Expenses

McCormick & Company, Incorporated (the Company) has deducted \$240,195 and \$306,261 in 1994 and 1993, respectively from the Profit Sharing contributions to offset a portion of the administrative costs incurred on behalf of the Plan. Direct expenses are paid by the Plan.

Reclassification

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

2. Description of the Plan

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

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

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

The Company and participating subsidiaries make contributions to the Plan in such amounts as may be authorized by the Board of Directors. Company contributions are allocated to each participant's account based upon the participant's compensation and length of service. The Company has not made PAYSOP contributions since the elimination of the PAYSOP tax credit in the Tax Reform Act of 1986.

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

On December 1, 1993 the Plan established new investment funds for the participants' elective contributions. In anticipation of transferring the existing assets to the new funds, all prior investments in the Interest Income and Balanced Equity funds were liquidated in November 1993. The proceeds were held in temporary investments at November 30, 1993.

Effective December 1, 1993, the Plan added the following investment funds:

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

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

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

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

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

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

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

Participants are permitted to take loans against their contributions to the Plan. The maximum of any loan cannot exceed one-half of the employee's account balance or \$50,000 less the highest outstanding unpaid loan balance during the prior twelve months, whichever is less. The Company's Investment Committee determines the interest rate for loans based on current market rates. Loan repayments, interest, plus maintenance fees are made by employees through monthly payroll deductions over loan terms of up to five years. Longer loan terms are available for loans taken to purchase, construct, re-construct or substantially rehabilitate a primary home for the participant or the participant's immediate family.

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

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

3. Income Tax Status

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

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

4. Investments

During 1994, 1993 and 1992 the Plan's investments (including investments bought, sold, or held throughout the year) (depreciated) appreciated in fair value by \$(19,309,615), (\$23,848,607) and \$35,844,417, respectively, as follows:

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

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

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

4. Investments (continued)

	Net Appreciation During Year	Fair Value at End of Year
Year ended November 30, 1992		
Fair value as determined by quoted market prices:		
McCormick & Company, Incorporated:		
Common stock	\$35,557,146	\$131,855,674
Unaffiliated issuers:		
Temporary investments	-	5,032,283
Fixed income funds	123,883	10,736,183
Mutual funds	163,388	2,075,771
Participant loans	-	1,844,724
Total	\$35,844,417	\$151,544,635

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

	November 30	
	1994	1993
Norwest Short Term Investment Fund	\$ -	\$ 19,711,204
McCormick & Company, Incorporated common stock	70,518,267	113,374,707
Fidelity Investments Mutual funds:		
Investment Grade Bond Fund	8,079,985	-
Growth & Income Portfolio Bond Fund	18,322,246	-
Retirement Money Market Fund	7,070,785	-
Long-Term Capital Appreciation Fund (Magellan Fund)	22,742,400	-

5. Transactions With Parties-in-Interest

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

The McCormick Profit Sharing Plan and PAYSOP

Notes to Financial Statements (continued)

6. Reconciliation of Form 5500 to Audited Financial Statements

The following represents a summary of the differences between the Form 5500 for the year ended November 30, 1994, and the accompanying financial statements:

Form 5500 Line Number	Description	Amount per Form 5500	Amount per Accompanying Financial Statements	Difference
32b(1)(A)	Interest--Interest bearing cash	\$ 65,651	\$ 271,349	\$ (205,698)
32b(1)(F)	Interest--Other loans	192,240	-	192,240
N/A	Dividends--Mutual funds	-	2,936,437	(2,936,437)
32b(4)(C)	Net gain(loss) on sale of assets	(702,184)	19,624,604	(20,326,788)
32b(5)	Unrealized (depreciation) appreciation	(15,356,921)	(38,934,219)	23,577,298
32b(10)	Registered investment companies	(300,615)	-	(300,615)
		\$ (16,101,829)	\$ (16,101,829)	\$ -

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

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1994

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

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1994

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

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1994

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

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1993

	Total	McCormick Stock Fund	Interest Income Fund
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated common stock	\$113,374,707	\$93,581,689	\$ -
Unaffiliated issuers:			
Temporary investments	19,711,204	182,957	14,063,777
Participant loans	2,344,381	-	-
Employer contributions receivable	4,812,557	-	-
Accrued interest and dividends receivable	58,611	2,502	28,872
Cash	7,879	1	4
	140,309,339	93,767,149	14,092,653
Liabilities			
Administrative expenses payable	18,225	4,681	11,015
Withdrawals payable	480,899	274,861	52,200
	499,124	279,542	63,215
Plan equity	\$139,810,215	\$93,487,607	\$14,029,438

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1993

	Balanced Equity Fund	PAYSOP	RIT Trust
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated common stock	\$ -	\$4,953,682	\$14,839,336
Unaffiliated issuers:			
Temporary investments	5,461,641	700	2,129
Participant loans	-	-	-
Employer contributions receivable	-	-	-
Accrued interest and dividends receivable	11,660	-	1
Cash	867	6,914	92
	5,474,168	4,961,296	14,841,558
Liabilities			
Administrative expenses payable	1,831	-	698
Withdrawals payable	11,297	14,746	127,795
	13,128	14,746	128,493
Plan equity	\$5,461,040	\$4,946,550	\$14,713,065

The McCormick Profit Sharing Plan and PAYSOP

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1993

	Loans	Unallocated
Assets		
Investments:		
Securities--at market value:		
McCormick & Company, Incorporated common stock	\$ -	\$ -
Unaffiliated issuers:		
Temporary investments	-	-
Participant loans	2,344,381	-
Employer contributions receivable	-	4,812,557
Accrued interest and dividends receivable	15,576	-
Cash	1	-
	2,359,958	4,812,557
Liabilities		
Administrative expenses payable	-	-
Withdrawals payable	-	-
	-	-
Plan equity	\$2,359,958	\$4,812,557

The McCormick Profit Sharing Plan and PAYSOP

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

Year Ended November 30, 1994

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

The McCormick Profit Sharing Plan and PAYSOP

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

Year Ended November 30, 1994

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

The McCormick Profit Sharing Plan and PAYSOP

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

Year Ended November 30, 1994

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

The McCormick Profit Sharing Plan and PAYSOP

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

Year Ended November 30, 1993

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

The McCormick Profit Sharing Plan and PAYSOP

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

Year Ended November 30, 1993

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

The McCormick Profit Sharing Plan and PAYSOP

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

Year Ended November 30, 1992

	Total	McCormick Stock Fund	Interest Income Fund
Additions			
Employer contributions	\$ 5,668,619	\$ 1,171,899	\$ -
Employee contributions	7,361,346	6,311,969	1,049,377
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	1,716,028	1,349,921	-
Mutual funds	112,504	-	-
Interest income	790,554	1,853	671,134
	15,649,051	8,835,642	1,720,511
Interfund transfers	-	2,260,771	(229,834)
Deductions			
Participant withdrawals	9,611,394	6,067,872	1,639,135
Administrative expenses	198,606	-	(3,242)
	9,810,000	6,067,872	1,635,893
Net realized gain on investment	5,640,037	4,121,550	51,267
Net unrealized appreciation of investments	30,204,380	23,815,747	72,616
Net increase (decrease)	41,683,468	32,965,838	(21,333)
Plan equity at beginning of year	112,593,162	70,929,316	12,165,864
Plan equity at end of year	\$154,276,630	\$103,895,154	\$12,144,531

The McCormick Profit Sharing Plan and PAYSOP

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

Year Ended November 30, 1992

	Balanced Equity Fund	PAYSOP	RIT Trust	Unallocated
Additions				
Employer contributions	\$ -	\$ -	\$ -	\$4,496,720
Employee contributions	-	-	-	-
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	-	86,175	279,932	-
Mutual funds	112,504	-	-	-
Interest income	117,567	-	-	-
	230,071	86,175	279,932	4,496,720
Interfund transfers	932,952	-	(31)	(2,963,858)
Deductions				
Participant withdrawals	282,630	327,264	1,294,493	-
Administrative expenses	4,148	-	-	197,700
	286,778	327,264	1,294,493	197,700
Net realized gain on investment	24,508	170,834	1,271,878	-
Net unrealized appreciation of investments	138,880	1,616,123	4,561,014	-
Net increase (decrease)	1,039,633	1,545,868	4,818,300	1,335,162
Plan equity at beginning of year	4,410,027	4,650,601	15,635,389	4,801,965
Plan equity at end of year	\$5,449,660	\$6,196,469	\$20,453,689	\$6,137,127

Exhibit--Consent of Independent Auditors

We consent to the incorporation by reference in the following Registration Statements of McCormick & Company, Incorporated and subsidiaries and in the related Prospectuses (if applicable) of our report dated May 23, 1995, with respect to the financial statements and supplemental schedules of The McCormick Profit Sharing Plan and PAYSOP for the year ended November 30, 1994 included under Item 14., Exhibits, Financial Statement Schedules, and Reports on Form 8-K in this Form 10-K/A, No. 1.

Form	Registration Number	Date Filed
S-8	33-58197	3/23/95
S-3	33-66614	7/27/93
S-8	33-59842	3/19/93
S-3	33-40920	5/29/91
S-8	33-33724	3/02/90
S-8	33-33725	3/02/90
S-3	33-32712	12/01/89
S-8	33-24660	10/07/88
S-8	33-24658	9/15/88
S-8	2-96166	3/01/85

ERNST & YOUNG LLP

May 23, 1995