

As filed with the Securities and Exchange Commission on March 28, 2003

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**52-0408290**  
(I.R.S. Employer  
Identification No.)

**18 Loveton Circle**  
**Sparks, Maryland**  
(Address of Principal Executive Offices)

**21152**  
(Zip Code)

**2003 EMPLOYEES STOCK PURCHASE PLAN**  
**NON-QUALIFIED STOCK OPTIONS**  
(Full title of plans)

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

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered*	Proposed Maximum Offering Price Per Share*	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock Non-Voting (no par value)	997,968 shares	\$24.525	\$24,475,165	\$1,980.43

**Notes:**

\* Represents the aggregate number of shares available at March 28, 2003 for issuance under the Plans with the estimated offering price and registration fee calculated in accordance with Rule 457 (c) and (h), based upon the average of the high and low prices reported on the New York Stock Exchange for the Common Stock Non-Voting of the Registrant on March 26, 2003 (\$24.525). In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**EXPLANATORY NOTE**

As permitted by the rules of the Securities and Exchange Commission (the "Commission"), this registration statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the plans as required by Rule 428(b)(1) under the Securities Act of 1933. Such documents are not being filed with the Commission as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this registration statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

### **Item 3. Incorporation of Documents by Reference**

The following documents or designated portions thereof are incorporated herein by reference in this registration statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended November 30, 2002;
- (b) Not applicable;
- (c) The Company's Form 10 Registration Statement dated April 29, 1965 (Registration Statement File Number 0-748) registering stock pursuant to Section 12(g) of the Securities and Exchange Act of 1934, as amended by Form 8 filed on August 16, 1988 with the Commission, which describes the Company's securities.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold, or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

### **Item 4. Description of Securities**

Not applicable.

### **Item 5. Interests of Named Experts and Counsel**

The legal validity of the issuance of the shares of Common Stock and Common Stock Non-Voting offered by the Prospectus has been passed upon by Robert W. Skelton, Senior Vice President and General Counsel of the Company. As of January 31, 2003, the record date for the 2003 Annual Meeting of Stockholders, Mr. Skelton owned 165,044 shares of the Company's Common Stock and 72,062 shares of Common Stock Non-Voting, which includes shares of Common Stock and Common Stock Non-Voting beneficially owned by Mr. Skelton alone or jointly with his spouse and children who have the same home as Mr. Skelton. It also includes shares which could be acquired within 60 days of January 31, 2003 pursuant to the exercise of stock options and shares beneficially owned by virtue of his participation in the McCormick 401(k) Retirement Plan. Ernst & Young LLP, independent auditors, have no reportable interest in the Company.

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### **Item 6. Indemnification of Directors and Officers**

Under the Company's By-Laws and the Maryland General Corporation Law, the directors and officers of the Company may be entitled to indemnification in respect to threatened, pending or completed actions, suits or proceedings, whether civil, criminal, administrative or investigative ("proceedings") to which they are made a party by reason of their position as a director or officer of the Company. In the case of conduct in their official capacity with the Company, directors and officers will be entitled to indemnification so long as they acted in good faith and in a manner which they reasonably believed was in the best interests of the Company, and in all other cases they will be entitled to indemnification so long as they acted in good faith and in a manner that was at least not opposed to the best interests of the Company. In the case of criminal proceedings, the director or the officer also must have had no reasonable cause to believe that the conduct was unlawful.

If the director or officer is successful on the merits or otherwise in the defense of any proceedings, the director or officer will be entitled to indemnification against reasonable expenses incurred in connection with the proceedings regardless of whether the foregoing standards are met. In addition, a court of competent jurisdiction may order indemnification if it determines that the director or officer has met the foregoing standards, or even if not, if it determines that the director or officer is entitled to indemnification in view of all the relevant circumstances.

Any indemnification required or permitted by the Company's By-Laws and the Maryland General Corporation Law may be against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the director or officer in connection with the proceeding. However, if the proceeding is by or in the right of the Company, indemnification may be made only against expenses and may not be made in respect of any proceeding in which the director or officer is adjudged to be liable to the Company.

Under the Company's Charter, the monetary liability of directors and officers to the Company or its stockholders is eliminated except for, and to the extent of, actual receipt of an improper benefit in money, property or services, or in respect to an adjudication based upon a finding of active and deliberate dishonesty material to the cause of action adjudicated.

The Company also maintains for the benefit of its directors and officers insurance covering certain liabilities asserted against or incurred by such persons in their capacity as, or as a result of their position of, director or officer of the Company. This insurance may afford protection for liabilities not subject to indemnification under the Company's By-Laws and the Maryland General Corporation Law.

### **Item 7. Exemption from Registration Claimed**

Not Applicable.

### **Item 8. Exhibits**

See Exhibit Index.



A majority of the Board of Directors:

BARRY H. BERACHA, JAMES T. BRADY, FRANCIS A. CONTINO, ROBERT G. DAVEY, EDWARD S. DUNN, JR., J. MICHAEL FITZPATRICK, FREEMAN A. HRABOWSKI, III, ROBERT J. LAWLESS, JOHN C. MOLAN, CARROLL D. NORDHOFF, ROBERT W. SCHROEDER, WILLIAM E. STEVENS AND KAREN D. WEATHERHOLTZ.

By: /s/ ROBERT W. SKELTON

Attorney-in-fact

March 28, 2003

Robert W. Skelton

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**McCormick & Company, Incorporated 2003 Employees Stock Purchase Plan.** Pursuant to the requirements of the Securities Act of 1933, the McCormick & Company, Incorporated 2003 Employees Stock Purchase Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Baltimore, and the State of Maryland, on the 28th day of March, 2003.

**McCORMICK & COMPANY, INCORPORATED  
2003 EMPLOYEES STOCK PURCHASE PLAN**

By: Executive Committee of the Board of Directors

By: /s/ ROBERT W. SKELTON

Robert W. Skelton  
Attorney-in-Fact

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**Exhibit Index**

<u>Exhibit</u>	<u>References</u>
(4) Instruments defining the rights of security holders, including	Restatement of Charter of McCormick & Company, Incorporated dated April 16, 1990, (See Exhibit #4, Registration Statement on S-8, Registration No. 33-39582 filed March 25, 1991), as amended by Articles of Amendment dated April 1, 1992 (See Exhibit #4, Registration Statement on Form S-8, Registration No. 33-59842 filed March 19, 1993), as further amended by the Articles of Amendment dated March 27, 2003, a copy of which is attached to this registration statement as Exhibit 4. 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.
(5) Opinion re: legality	Opinion of Robert W. Skelton, Esquire, attached.
(15) Letter re: unaudited, interim financial information	Not applicable.
(23) Consents of experts and counsel	See "Consent of Independent Auditors" and Exhibit #5
(24) Power of Attorney	Attached.

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[Exhibit 4](#)

[McCORMICK & COMPANY, INCORPORATED ARTICLES OF AMENDMENT](#)

March 28, 2003

Board of Directors  
McCormick & Company, Incorporated  
18 Loveton Circle  
Sparks, Maryland 21152

Re: Registration Statement on Form S-8 dated March 28, 2003

I am Senior Vice President, General Counsel & Secretary of McCormick & Company, Incorporated (the "Company"). I have reviewed and am familiar with the McCormick & Company, Incorporated 2003 Employees Stock Purchase Plan (the "Plan") and the non-qualified stock options granted by the Company on March 26, 2003 (the "Non-Qualified Stock Options") to certain foreign nationals employed by the Company's foreign subsidiaries and to other Company employees who are not otherwise eligible to participate in the Plan in lieu of participation in the Plan, the stock option form (the "Stock Option Form") evidencing the Non-Qualified Stock Options, the Charter and the By-Laws of the Company, the corporate proceedings relating to the adoption of the Plan and the granting of the options thereunder, and to the granting of the Non-Qualified Stock Options and the adoption of the Stock Option Form, and the Registration Statement on Form S-8 being filed with the Securities and Exchange Commission under the Securities Act of 1933 in the matter of the offering of shares of Common Stock Non-Voting under the Plan and pursuant to the Non-Qualified Stock Options.

I have assumed for the purpose of this opinion that all of the shares to be issued pursuant to the Plan and the Non-Qualified Stock Options will be new issue shares. In my opinion, the shares offered and sold pursuant to the Plan and the Non-Qualified Stock Options upon issuance and delivery by the Company will be legally and validly authorized and issued and will be fully paid and non-assessable in the hands of the holders thereof.

I hereby consent to the filing of this opinion as an exhibit to the above-mentioned Registration Statement.

Very truly yours,

Robert W. Skelton

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[Exhibit 5](#)



**CONSENT OF COUNSEL**

The consent of Robert W. Skelton, Esquire is included in the opinion filed as Exhibit 5 to the Registration Statement.

**CONSENT OF INDEPENDENT AUDITORS**

We consent to the incorporation by reference herein and in the Prospectuses pertaining to the McCormick & Company, Incorporated 2003 Employees Stock Purchase Plan and non-qualified stock options granted in lieu of participation in the 2003 Employees Stock Purchase Plan to certain foreign nationals employed by the Company's foreign subsidiaries and other employees not eligible to participate in said Plan of our report dated January 28, 2003, with respect to the consolidated financial statements of McCormick & Company, Incorporated which are incorporated by reference in its Annual Report on Form 10-K for the year ended November 30, 2002 and the related financial statement schedules included therein filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Baltimore, Maryland  
March 28, 2003

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[Exhibit 23](#)

[CONSENT OF COUNSEL](#)

[CONSENT OF INDEPENDENT AUDITORS](#)

**McCormick & Company, Incorporated**

**Power of Attorney**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officers and directors of McCormick & Company, Incorporated, a Maryland corporation with offices at 18 Loveton Circle, Sparks, Maryland 21152 (the "Corporation"), hereby constitute and appoint Robert J. Lawless, and Robert W. Skelton, jointly and severally, each in his own capacity, as his or her true and lawful attorney-in-fact, with full power of substitution, in his or her name, place and stead, in any and all capacities, to sign this Registration Statement, any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent with full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and affirming all that said attorney-in-fact, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ROBERT J. LAWLESS</u> Robert J. Lawless	Chairman, President & Chief Executive Officer, Director	March 26, 2003
<u>/s/ FRANCIS A. CONTINO</u> Francis A. Contino	Executive Vice President, Chief Financial Officer & Supply Chain, Director	March 26, 2003
<u>/s/ KENNETH A. KELLY, JR.</u> Kenneth A. Kelly, Jr.	Vice President & Controller	March 26, 2003
<u>/s/ BARRY H. BERACHA</u> Barry H. Beracha	Director	March 26, 2003
<u>/s/ JAMES T. BRADY</u> James T. Brady	Director	March 26, 2003
<u>/s/ ROBERT G. DAVEY</u> Robert G. Davey	Executive Vice President, Director	March 26, 2003
<u>/s/ EDWARD S. DUNN, JR.</u> Edward S. Dunn, Jr.	Director	March 26, 2003
<u>/s/ J. MICHAEL FITZPATRICK</u> J. Michael Fitzpatrick	Director	March 26, 2003
<u>/s/ FREEMAN A. HRABOWSKI, III</u> Freeman A. Hrabowski, III	Director	March 26, 2003
<u>/s/ JOHN C. MOLAN</u> John C. Molan	Director	March 26, 2003
<u>/s/ CARROLL D. NORDHOFF</u> Carroll D. Nordhoff	Executive Vice President, Director	March 26, 2003
<u>/s/ ROBERT W. SCHROEDER</u> Robert W. Schroeder	Executive Vice President Director	March 26, 2003

/s/ WILLIAM E. STEVENS

Director

March 26, 2003

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William E. Stevens

/s/ KAREN D. WEATHERHOLTZ

Senior Vice President—Human Relations, Director

March 26, 2003

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Karen D. Weatherholtz

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[Exhibit 24](#)

[McCormick & Company, Incorporated Power of Attorney](#)