

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

AMENDMENT NO. 1

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

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

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/A to be signed on its behalf by the undersigned, thereunto duly authorized.

MCCORMICK & COMPANY, INCORPORATED

By: /s/H. Eugene Blattman
H. Eugene Blattman
President & Chief Executive Officer February 27, 1995

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/H. Eugene Blattman President &
H. Eugene Blattman Chief Executive Officer February 27, 1995

Principal Financial Officer:

/s/Robert G. Davey Vice President &
Robert G. Davey Chief Financial Officer February 27, 1995

Principal Accounting Officer:

/s/J. Allan Anderson Vice President &
J. Allan Anderson Controller February 27, 1995

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 J. Albrecht February 27, 1995
James J. Albrecht

/s/ H. Eugene Blattman February 27, 1995
H. Eugene Blattman

/s/ James S. Cook February 27, 1995
James S. Cook

/s/ Robert G. Davey February 27, 1995
Robert G. Davey

/s/ Harold J. Handley February 27, 1995
Harold J. Handley

/s/ George W. Koch February 27, 1995
George W. Koch

/s/ Robert J. Lawless February 27, 1995
Robert J. Lawless

/s/ Charles P. McCormick, Jr. February 27, 1995
Charles P. McCormick, Jr.

/s/ George V. McGowan February 27, 1995
George V. McGowan

/s/ Carroll D. Nordhoff February 27, 1995
Carroll D. Nordhoff

/s/ Richard W. Single, Sr. February 27, 1995
Richard W. Single, Sr.

/s/ William E. Stevens
William E. Stevens

February 27, 1995

/s/ Karen D. Weatherholtz
Karen D. Weatherholtz

February 27, 1995

SUPPLEMENTAL

FINANCIAL SCHEDULE VIII

CONSOLIDATED

McCORMICK & COMPANY, INCORPORATED

VALUATION AND QUALIFYING ACCOUNTS

COLUMN A	COLUMN B	COLUMN C		COLUMN D	COLUMN E
DESCRIPTION	BALANCE AT BEGINNING OF YEARADDITIONS..... CHARGED TO COSTS AND EXPENSES		CHARGED TO OTHER ACCOUNTS DEDUCTIONS	BALANCE AT END OF YEAR
YEAR ENDED NOVEMBER 30, 1994					
Deducted from assets to which they apply:					
Allowance for doubtful receivables.....	\$ 2,530,000	\$1,132,000		\$1,142,000 (F1)	\$ 2,520,000
Amortization of excess cost of acquisitions.....	23,994,000	5,566,000	\$847,000 (F2) 29,000 (F4)	1,515,000 (F3)	28,921,000
TOTAL	\$26,524,000	\$6,698,000	\$876,000	\$2,657,000	\$31,441,000
YEAR ENDED NOVEMBER 30, 1993					
Deducted from assets to which they apply:					
Allowance for doubtful receivables.....	\$ 2,651,000	\$ 355,000		\$ 476,000 (F1)	\$ 2,530,000
Amortization of excess cost of acquisitions.....	19,936,000	4,571,000		513,000 (F2)	23,994,000
TOTAL	\$22,587,000	\$4,926,000		\$ 989,000	\$26,524,000
YEAR ENDED NOVEMBER 30, 1992					
Deducted from assets to which they apply:					
Allowance for doubtful receivables.....	\$ 3,465,000	\$ 364,000		\$1,178,000 (F1)	
\$ 2,651,000					
Amortization of excess cost of acquisitions.....	17,586,000	3,684,000		1,306,000 (F2) 28,000 (F4)	19,936,000
TOTAL	\$21,051,000	\$4,048,000		\$2,512,000	\$22,587,000

Notes:

- (F1) Accounts written off net of recoveries.
- (F2) Foreign exchange translation adjustments.
- (F3) Write-off of excess cost of acquisitions (Goodwill).
- (F4) Other adjustments.

(In Thousands Except Per Share Amounts)

Statement re Computation of Per-Share Earnings*

Computation for Statement of Income	Year Ended November 30		
	1994	1993	1992
Net Income	\$61,157	\$73,054	\$95,217
Reconciliation of Weighted Average Number of Shares Outstanding to Amount used in Primary Earnings Per Share Computation			
Weighted Average Number of Shares Outstanding	81,240	80,799	80,116
Add - Dilutive Effect of Outstanding Options (as Determined by the Application of the Treasury Stock Method) (1)	391	967	1,802
Weighted Average Number of Shares Outstanding As Adjusted for Equivalent Shares	81,631	81,766	81,918
PRIMARY EARNINGS PER SHARE	\$0.75	\$0.89	\$1.16

Computation for Statement of Income	Year Ended November 30		
	1994	1993	1992
Reconciliation of Weighted Average Number of Shares Outstanding to Amount used in Fully Diluted Earnings Per Share Computation			
Weighted Average Number of Shares Outstanding	81,240	80,799	80,116
Add - Dilutive Effect of Outstanding Options (As Determined by the Application of the Treasury Stock Method) (1)	391	990	1,857
Weighted Average Number of Shares Outstanding As Adjusted for Equivalent Shares	81,631	81,789	81,973
FULLY DILUTED EARNINGS PER SHARE	\$0.75	\$0.89	\$1.16

*See 1994 Annual Report, Note (1) of the Notes to Financial Statements.

(1) "This calculation is submitted in accordance with Regulation S-K item 601(b)(11) although not required by footnote 2 to paragraph 14 of APB Opinion No. 15 because it results in dilution of less than 3%."

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