SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

Form 10-Q

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

For Quarter Ended August 31, 1996 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, P. O. Box 6000, Sparks, MD	21152-6000
(Address of principal executive offices)	(Zip Code)

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

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 filing requirements for the past 90 days. Yes X No

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

	Shares Outstanding September 30, 1996
Common Stock	11,674,923
Common Stock Non-Voting	67,803,959

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McCORMICK & COMPANY, INCORPORATED

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Part I. FINANCIAL INFORMATION

Item 1. Financial Statements:

McCORMICK & COMPANY, INCORPORATED
CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)
(In Thousands Except Per Share Amounts)

	Three Months Ended August 31, 1996	Three Months Ended August 31, 1995	Nine Months Ended August 31, 1996	Nine Months Ended August 31, 1995
Net sales	$405,451	$384,008	$1,195,078	$1,184,745
Cost of goods sold	269,115	260,621	804,955	793,411
Gross profit	136,336	123,387	390,123	391,334
Selling, general and administrative expense	103,184	92,246	312,575	290,836
Restructuring charge (credit)	57,538	-	57,538	(3,904)
Profit (Loss) from operations	(24,386)	31,141	20,010	104,402
Interest expense	8,082	9,655	24,807	28,818
Other (inc.) expense - net	524	459	156	(102)
Income (Loss) from consolidated continuing operations before income taxes	(32,992)	21,027	(4,953)	75,686
Income taxes (benefits)	(9,871)	7,109	185	27,361
Income (Loss) from consolidated continuing operations	(23,121)	13,918	(5,138)	48,325
Income from unconsolidated operations	1,557	706	2,782	376
Income (Loss) from continuing operations	(21,564)	14,624	(2,356)	48,701
Income from discontinued operations, net of income taxes	5,112	5,291	6,249	6,602
Income (Loss) before extraordinary item	(16,452)	19,915	3,893	55,303
Extraordinary loss from early extinguishment of debt, net of income tax benefit	(7,806)	-	(7,806)	-
Net Income (Loss)	$(24,258)	$ 19,915	$ (3,913)	$ 55,303
Earnings (Loss) per common share:				
Continuing operations	$(0.26)	$0.18	$(0.03)	$0.60
Discontinued operations	0.06	0.07	0.08	0.08
Extraordinary loss from early extinguishment of debt	(0.10)	-	(0.10)	-
Earnings (Loss) per common share	$(0.30)	$0.25	$(0.05)	$0.68
Cash dividends declared per common share	$0.14	$0.13	$0.42	$0.39
Weighted average common shares outstanding	80,982	81,194	81,164	81,179

See notes to condensed consolidated financial statements.

McCORMICK & COMPANY, INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEET
(In Thousands)

	Aug. 31, 1996	Aug. 31, 1995	Nov. 30, 1995
ASSETS			
Current Assets			
Cash and cash equivalents	$ 36,746	$ 30,528	$ 12,465
Accounts receivable - net	194,927	191,935	223,958
Inventories			
Raw materials and supplies	125,969	131,278	132,357
Finished products and work-in process	138,737	276,296	250,865
	264,706	407,574	383,222
Other current assets	44,148	64,877	51,073
Total current assets	540,527	694,914	670,718
Property - net	400,322	514,024	524,807
Goodwill - net	160,238	183,933	180,751
Prepaid allowances	163,115	208,417	183,357
Other assets	76,158	60,085	54,708
Total assets	$1,340,360	$1,661,373	$1,614,341
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Short-term borrowings	$157,510	$383,322	$297,313
Accounts payable, trade	118,891	140,081	146,674
Accrued liabilities	230,477	178,831	202,880
Total current liabilities	506,878	702,234	646,867
Long-term debt	289,664	349,945	349,111
Employee benefit liabilities	75,261	78,850	72,088
Deferred income taxes	1,755	27,260	25,436
Other liabilities	2,694	17,413	1,586
Total liabilities	876,252	1,175,702	1,095,088
Shareholders' Equity			
Common Stock	49,320	48,733	48,133
Common Stock Non-Voting	115,844	110,048	112,522
Retained earnings	332,342	354,199	387,657
Foreign currency translation adj.	(33,398)	(27,309)	(29,059)
Total shareholders' equity	464,108	485,671	519,253
Total liabilities and shareholders' equity	$1,340,360	$1,661,373	$1,614,341

See notes to condensed consolidated financial statements.

McCORMICK & COMPANY, INCORPORATED
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)
(In Thousands)

	Nine Months Ended Aug. 31, 1996	Nine Months Ended Aug. 31, 1995
Cash Flows from operating activities		
Net income (loss)	$ (3,913)	$ 55,303
Adjustments to reconcile net income to net cash provided by (used in) operating activities		
Non cash charges and credits		
Depreciation and amortization	48,113	45,749
Restructuring charges (credits)	57,538	(3,904)
(Income) loss from unconsolidated operations	(2,782)	(376)
Extraordinary loss	7,806	-
Other	(2,684)	2,479
Changes in selected working capital items		
Accounts receivable	13,540	12,477
Inventories	(1,596)	(37,374)
Prepaid allowances	9,746	(65,143)
Accounts payable, trade	2,798	13,672
Other assets and liabilities	(42,539)	(61,529)
Net cash provided by (used in) operating activities	86,027	(38,646)
Cash flows from investing activities		
Capital expenditures	(61,970)	(58,659)
Proceeds from sale of discontinued operations	248,766	-
Proceeds from sale of assets	15,207	2,030
Other investments	(282)	(4,046)
Proceeds from forward exchange contract	-	4,361
Net cash provided by (used in) investing activities	201,721	(56,314)
Cash flows from financing activities		
Short-term borrowings, net	(137,497)	169,299
Long-term debt		
Borrowings	4,130	1,194
Repayments	(81,479)	(20,529)
Common stock		
Issued	7,871	7,517
Acquired by purchase	(20,927)	(14,766)
Dividends paid	(34,128)	(31,652)
Net cash provided by (used in) financing activities	(262,030)	111,063
Effect of exchange rate changes on cash and cash equivalents	(1,437)	(1,141)
Increase in cash and cash equivalents	24,281	14,962
Cash and cash equivalents at beginning of period	12,465	15,566
Cash and cash equivalents at end of period	$ 36,746	$ 30,528

See notes to condensed consolidated financial statements.

McCORMICK & COMPANY, INCORPORATED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the accompanying condensed consolidated financial statements contain all adjustments necessary to present fairly the financial position and the results of operations for the interim periods. Results for 1995 and 1996 have been reclassified to separately report the results of discontinued operations in the Condensed Consolidated Statement of Income. Certain other reclassifications have been made to the 1995 financial statements to conform with the 1996 presentation.

The results of consolidated operations for the three and nine month periods ended August 31, 1996 are not necessarily indicative of the results to be expected for the full year. Historically, the Company's consolidated sales and profits are lower in the first two quarters of the fiscal year, and increase in the third and fourth quarters.

For further information, refer to the consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended November 30, 1995.

Business Restructuring

In the third quarter, the Company began implementation of a restructuring plan and recorded a restructuring charge of $57.5 million. This charge reduced net income by $39.2 million or $.49 per share. In addition there are approximately $2.5 million of additional charges ($.02 per share) directly related to the restructuring plan which could not be accrued in the third quarter but will be expensed as the plan is implemented.

Specific actions under this plan include the divestiture of certain small non-core businesses; the divestiture of Giza National Dehydration Company of Cairo, Egypt (Giza), which is consistent with the Company's sale of Gilroy Foods, Giza's parent company; closing the Brooklyn, NY packaging plant; the exit from certain minor, non-core product lines; the rationalization of certain overseas manufacturing facilities; and in our consumer business the conversion from a direct sales force to a broker sales force for certain regions in the U.S.

Major components of the restructuring charge include: severance and personnel costs of $10.0 million; a $44.6 million writedown of assets and businesses identified for disposal, to net realizable value; and other exit costs of $2.9 million. The $2.5 million of additional charges which will be expensed during the implementation are principally costs to move equipment and personnel.

These actions are expected to be completed within one year and will require net cash outflows of approximately $12 million. Net sales of the small non-core businesses and Giza, which are being divested by these actions, were approximately 5% of consolidated net sales.

The restructuring liability remaining at August 31, 1996 was $6.7 million for severance and personnel, $24.3 million for disposal of businesses and $2.2 million for other exit costs.

Discontinued Operations

On August 29, 1996 the Company sold substantially all of the assets of Gilroy Foods, Incorporated (GFI) and Gilroy Energy Company, Inc. (GEC) to Conagra, Inc. and Calpine Corporation, respectively, for $263 million. GFI manufactures and sells dehydrated onion, garlic, capsicum and vegetable products. GEC operates an energy cogeneration facility.

The sale of GFI and GEC resulted in a $.5 million loss ($.3 million after tax) and has been included in the caption Income From Discontinued Operations, Net of Income Taxes in the Condensed Consolidated Statement of Income.

The operating results of GFI and GEC have been reclassified on the Condensed Consolidated Statement of Income to the caption Income from Discontinued Operations, Net of Income Taxes, for all periods presented. This caption includes interest expense based on the debt specifically associated with GEC and an allocation of interest to GFI assuming a debt to capital ratio similar to the Company's. Income taxes have also been allocated based on the statutory tax rates applicable to GFI and GEC. Sales, interest expense and income taxes applicable to discontinued operations are as follows:

	Three Months Ended August 31,		Nine Months Ended August 31,	
	1996	1995	1996	1995
Sales	$51,514	$47,974	$129,373	$117,653
Interest expense	3,504	4,337	11,173	12,961
Income taxes	3,392	3,021	3,841	3,529

Restructuring - 1994

In the fourth quarter of 1994, the Company recorded a $70.4 million charge for restructuring its business operations.

The components of the restructuring charge and remaining liability, in thousands of dollars, are as follows:

	8/31/96 Remaining Liability	11/30/95 Remaining Liability	Restructuring Charge
Work force reduction	$ 823	$ 977	$24,375
Plant consolidations and closings	13,860	17,563	33,477
Other restructuring projects	-	378	12,593
	$14,683	$18,918	$70,445

McCORMICK & COMPANY, INCORPORATED
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

For the third quarter ended August 31, 1996 the Company reported a net loss of $24.3 million or $(.30) per common share compared to net income of $19.9 million or $.25 per share for the comparable period last year. For the nine months ended August 31, 1996 the net loss was $3.9 million or $(.05) per common share as compared to net income of $55.3 million or $.68 per common share for the same period last year. During the third quarter the Company recorded a business restructuring, completed the sale of Gilroy Foods and Gilroy Energy, and recorded a loss on prepayment of debt associated with Gilroy Energy. Excluding these losses net income for the third quarter and nine months (including operating results of discontinued operations) would have been $23.2 million and $43.4 million or $.29 and $.54 per common share, respectively.

The increase in earnings in the third quarter, excluding the losses described above, as compared to last year is mainly due to sales volume increases, a reduction of interest expense and an increase in income from unconsolidated operations. For the nine months, as compared to last year, the favorability of the third quarter was offset by a second quarter writeoff of obsolete product in the Company's Tubed Products packaging business, competitive margin pressure in the first half of the year and significant planned spending increases in the first quarter of 1996 on consumer advertising and promotion. Earnings for 1995 included net income of $1.4 million for a change in accounting cycle for certain foreign operations and $2.3 million net income for a reversal of restructuring liability.

Business Restructuring

Over the past several years the Company has experienced a significantly increased global competitive environment and expects this to continue into the foreseeable future. Additionally, there have been several changes in management of the Company. These two factors have been the primary drivers in a reassessment of the global strategic direction and focus of the Company. As a result the Company has been conducting a portfolio review of its businesses with the intent of increasing focus on core businesses. Additionally, the Company is continually evaluating methods of improving its cost structure as it responds to the competitive environment.

As a result of both the portfolio review and the cost structure improvement process, the Company began implementation of a business restructuring plan and recorded a $57.5 million restructuring charge in the third quarter of 1996. This charge reduced net income by $39.2 million or $.49 per share. In addition, there are approximately $2.5 million of additional charges ($.02 per share) directly related to the restructuring plan which could not be accrued in the third quarter but will be expensed as the plan is implemented.

Specific actions under this plan include the divestiture of certain small non-core businesses; the divestiture of Giza National Dehydration Company of Cairo, Egypt (Giza), which is consistent with the Company's sale of Gilroy Foods, Giza's parent company; closing the Brooklyn, NY packaging plant; the exit from certain minor, non-core product lines; the rationalization of certain overseas manufacturing facilities; and in our consumer business the conversion from a direct sales force to a broker sales force for certain regions in the U.S.

Major components of the restructuring charge include: severance and personnel costs of $10.0 million; a $44.6 million writedown of assets and businesses identified for disposal, to net realizable value; and other exit costs of $2.9 million. The $2.5 million of additional charges which will be expensed during the implementation are principally costs to move equipment and personnel.

These actions are expected to be completed within one year and will require net cash outflows of approximately $12 million. Net Sales of the small non-core businesses and Giza, which are being divested by these actions, were approximately 5% of consolidated net sales.

The Company believes that the benefits from these actions will be twofold. First, the Company will be strategically aligned to concentrate on its core businesses. Secondly, the Company anticipates savings as a result of these actions. These savings will be used to invest in the Company's brands through product development and consumer promotional activity, maintain low-cost producer status in our core businesses, and support our global expansion strategy.

The Company believes that this restructuring will significantly enhance its ability to achieve its financial objectives. Realization of the savings from these actions, however, is dependent on the timing and effectiveness of the execution of these actions and the response of our competitors and customers.

Discontinued Operations

On August 29, 1996 the Company sold substantially all of the assets of Gilroy Foods, Incorporated (GFI) and Gilroy Energy Company, Inc. (GEC) to Conagra, Inc. and Calpine Corporation, respectively, for $263 million. GFI manufactures and sells dehydrated onion, garlic, capsicum and vegetable products. GEC operates an energy cogeneration facility.

The sale of GFI and GEC resulted in a $.5 million loss ($.3 million after tax) and has been included in the caption Income From Discontinued Operations, Net of Income Taxes in the Condensed Consolidated Statement of Income.

The operating results of GFI and GEC have been reclassified on the Condensed Consolidated Statement of Income to the caption Income from Discontinued Operations, Net of Income Taxes, for all periods presented. See Notes to Condensed Consolidated Financial Statements included in the filing for additional information.

Results of Operations

Consolidated net sales increased 6% and 1% for the quarter and for the nine month period ended August 31, 1996, respectively, as compared to the corresponding periods of 1995. Net sales in 1995 included the effect of an accounting cycle change for certain foreign operations and sales of certain divested businesses. Excluding these factors, net sales increased 7% for the quarter and 6% for the nine month period. For the third quarter unit volume increased 2% as compared to last year. The combined effects of price changes and changes in mix of products increased sales by 4% while the effect of translating sales of foreign operations had no effect in the quarter. Sales of U.S. consumer products contributed the most to the improvement during the quarter, however, sales in Canada and the United Kingdom were also up for the quarter as compared to last year. For the nine months the 6% increase over last year was mainly driven by unit volume increases of 4%. A 1% decrease due to foreign exchange effects was offset by a 3% increase due to price and mix of product.

Profit from operations, excluding restructuring, as a percentage of sales increased from 8.1% to 8.2% for the quarter and decreased from 8.5% to 6.5% for the nine months as compared to last year.

Gross profit as a percentage of sales increased from 32.1% to 33.6% for the quarter as compared to last year. The increase in this percentage is due to improved margins in our U.S. consumer products business, and a larger percentage of sales coming from the consumer products business which carries a higher margin percentage. For the nine months ended August 31, 1996 gross profit as a percentage of sales decreased from 33.0% to 32.6% as compared to last year. This decrease is mainly due to a writeoff of inventory for products that have been discontinued in the Tubed Product packaging business, and competitive pressure on margins in the first half of the year. This was partially offset by the favorable gross margin performance in the third quarter.

Selling, general and administrative expenses for the third quarter and nine months were higher than last year on both a dollar basis and as a percentage of sales. The increase for the third quarter as compared to last year is mainly due to the adjustment of certain benefit accruals in the third quarter of both years, a receivable writeoff due to a customer bankruptcy and continued spending to allow the Company's systems to cope with the change to the year 2000. The increase for the nine months is mainly due to the items noted in the third quarter and increased advertising and promotion in the first quarter of 1996.

Interest expense decreased $1.6 million and $4.0 million for the third quarter and nine months ended August 31, 1996, respectively. This decrease is due to both declines in borrowing levels and lower borrowing rates. In reclassifying the Statement of Income for discontinued operations interest expense was allocated to discontinued operations. See Notes to Condensed Consolidated Financial Statements for the amounts and methods of allocation used.

The Company recorded tax benefits on the loss from continuing operations in the third quarter of 1996 at an effective rate of 29.9% as compared to last year's rate for the third quarter of 33.8%. The lower rate is due to certain restructuring charges which are not tax deductible and the mix of tax rates from differing tax jurisdictions. Excluding the effects of the restructuring the Company's effective tax rate is approximately 35.5% for 1996. In reclassifying the Statement of Income for discontinued operations, income taxes were allocated to discontinued operations. See Notes to Condensed Consolidated Financial Statements for the amounts and methods of allocation used.

Income from unconsolidated operations improved in the third quarter and nine months ended August 31, 1996 mainly due to improved results of our Mexican joint venture, and the results of the Company's new joint venture, Signature Brands LLC.

In the first quarter of fiscal 1995, the Company changed the end of the reporting period for foreign subsidiaries from October 31 to November 30 to provide uniform reporting on a worldwide basis. Accordingly, an additional month of operating results for those subsidiaries is included in the first quarter 1995 results, which increased net income by $1.4 million.

Restructuring - 1994

In the fourth quarter of 1994, the Company recorded a charge of $70.4 million for restructuring its business operations. As of August 31, 1996, $14.7 million remains to be spent against the restructuring liability. The Company has reduced its workforce by approximately 540 positions, an industrial products plant has been closed, a frozen food business has been sold and a number of administrative activities have been consolidated. A foodservice products plant was closed in the second quarter of 1996, and production was transferred to another facility. A consolidated distribution facility was also completed in the second quarter of 1996. A realignment of some of our operations in the United Kingdom will occur over the balance of 1996 and be completed in early 1997.

Financial Condition

In the Condensed Consolidated Statement of Cash Flows, cash flow from operating activities increased from a cash outflow of $38.6 million for the nine months ended August 31, 1995 to a cash inflow of $86.0 million for the nine months ended August 31, 1996.

The reduction in 1996 net income was more than offset by reductions in prepaid allowances as opposed to those balances increasing in 1995, and less of a seasonal inventory build as compared to last year.

Investing activities generated cash of $201.7 million in 1996 as compared to a cash outflow of $56.3 million last year. The significant change is mainly due to cash proceeds received on the sale of GFI and GEC. An additional $16 million is still due in the form of a note receivable on these sales. Capital expenditures are slightly higher in the first nine months of 1996 as compared to last year, however, they are expected to be comparable to last year on a full year basis. The proceeds from sale of assets include the sale of certain assets to a joint venture which is now operating the Cake Mate business and the sale of property no longer used in the business.

Cash flow from financing activities was a significant use of funds in 1996 as the proceeds from the sale of GFI and GEC were used to reduce both short term and long term debt.

On August 29, 1996 the Company announced a new repurchase program to buy back up to 10 million shares of the company's outstanding stock from time to time in the open market. The Company's most recent repurchase program (2 million shares) is complete.

The Company's ratio of debt to total capital was 49.1% as of August 31, 1996, down significantly from 55.5% at November 30, 1995, and 60.2% at August 31, 1995. The improvement in the debt to capital ratio is the result of the sale of GFI and GEC and working capital improvement programs.

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

PART II - OTHER INFORMATION

Item 6 Exhibits and Reports on Form 8-K

(a) Item 601 Exhibit No.:

(3) Articles of Incorporation and By-Laws

Restatement of Charter of McCormick & Company, Incorporated dated April 16, 1990.	Incorporated by reference from Registrant's Form S-8 Registration Statement 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 Registrant's 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 dated July 12, 1996.
(10) Material Contracts	Consulting letter agreement between Registrant and Charles P. McCormick, Jr. incorporated by reference from Registrant's Form 10-Q dated April 12, 1996.

(b) Report on Form 8-K. On September 13, 1996, the Registrant filed a report on Form 8-K, dated September 13, 1996, in response to Item 2, Acquisition or Disposition of Assets, of Form 8-K which report included unaudited pro forma financial information and certain agreements between Registrant and other parties.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

McCORMICK & COMPANY, INCORPORATED

Date: October 14, 1996

By: /s/ Robert G. Davey
Robert G. Davey
Vice President &
Chief Financial Officer

Date: October 14, 1996

By: /s/ J. Allan Anderson
J. Allan Anderson
Vice President & Controller

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