

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, 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 (I.R.S. Employer
 incorporation or organization) 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 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 []

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 \$182,641,709

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, 1997 was 7,379,463. 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, 1997, \$24.75.

Class	Number of Shares Outstanding	Date
Common Stock	10,987,195	1/31/97
Common Stock Non-Voting	65,802,523	1/31/97

DOCUMENTS INCORPORATED BY REFERENCE

Document	Part of 10-K into which incorporated
Registrant's 1996 Annual Report to Stockholders	Part I, Part II, Part IV

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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, 1996

THE McCORMICK PROFIT SHARING PLAN

(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
- ii) Statements of Financial Condition..... 2
- iii) Statements of Changes in Plan Equity..... 3
- iv) Notes to Financial Statements..... 4
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- vi) Schedule III - Allocation of Changes in Plan
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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

DATE: 5/28/97

By: /s/ Karen D. Weatherholtz

Karen D. Weatherholtz

Vice President-Human Relations
and Plan Administrator

Audited Financial Statements and Supplemental Schedules

The McCormick Profit Sharing Plan

Years ended November 30, 1996 and 1995
with Report of Independent Auditors

The McCormick Profit Sharing Plan
Audited Financial Statements and Supplemental Schedules

Years ended November 30, 1996 and 1995

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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 as of November 30, 1996 and 1995, and the related statements of changes in plan equity for each of the three years in the period ended November 30, 1996. We have also audited the schedules of allocation of plan equity to investment programs as of November 30, 1996 and 1995 and allocation of changes in plan equity to investment programs for each of the three years in the period ended November 30, 1996. 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 at November 30, 1996 and 1995, and the changes in plan equity for each of the three years in the period ended November 30, 1996, 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.

Our audits were made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes as of November 30, 1996, and reportable transactions for the year then ended, are presented for purposes of complying with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and are not a required part of the financial statements. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Ernst & Young LLP
Baltimore, Maryland
May 12, 1997

The McCormick Profit Sharing Plan

Statements of Financial Condition

	November 30	
	1996	1995
Assets		
Investments:		
Securities--at market value:		
McCormick & Company, Incorporated--		
Common stock	\$ 75,147,648	\$ 77,209,267
Unaffiliated Issuers:		
Temporary investments	460	558,657
Mutual Funds	88,822,519	70,450,478
Participant loans	2,718,336	2,882,406
Total investments	166,688,963	151,100,808
Receivables:		
Accrued interest and dividends	61,220	2,141
Employer contributions	1,250,022	1,030,662
Total receivables	1,311,242	1,032,803
Cash		
	121,999	117,522
	168,122,204	152,251,133
Liabilities		
Cash overdrafts	3,082,666	-
	3,082,666	-
Plan equity	\$165,039,538	\$152,251,133

See accompanying notes.

The McCormick Profit Sharing Plan
Statements of Changes in Plan Equity

	Year ended November 30		
	1996	1995	1994
Additions			
Employer contributions	\$ 3,148,413	\$ 3,209,766	\$ 6,259,953
Employee contributions	9,236,115	9,757,400	10,660,749
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	1,772,793	1,788,884	1,763,800
Mutual funds	9,733,786	2,216,325	2,936,437
Interest income	279,869	312,702	271,349
Other, net	(165,205)	(16,049)	108,724
	24,005,771	17,269,028	22,001,012
Deductions			
Participant withdrawals	15,724,081	29,573,769	7,896,638
Administrative expenses	289,142	395,601	243,886
	16,013,223	29,969,370	8,140,524
Net realized gain on investments	2,877,954	5,239,030	19,624,604
Net unrealized appreciation (depreciation) of investments	1,917,903	25,351,357	(38,934,219)
Net increase (decrease)	12,788,405	17,890,045	(5,449,127)
Plan equity at beginning of year	152,251,133	134,361,088	139,810,215
Plan equity at end of year	\$165,039,538	\$152,251,133	\$134,361,088

See accompanying notes.

The McCormick Profit Sharing Plan

Notes to Financial Statements

1. Significant Accounting Policies

The financial statements of The McCormick Profit Sharing Plan (the Plan) are prepared on the accrual basis of accounting. The Plan changed its name from the McCormick Profit Sharing Plan and PAYSOP to the McCormick Profit Sharing Plan in 1996.

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 \$245,986, \$357,430 and \$240,195 in 1996, 1995 and 1994, respectively, from the cash deposit of its contributions to the Plan to offset a portion of the administrative costs incurred on behalf of the Plan. These expenses are included in the administrative expenses in the Statement of Changes in Plan Equity. Direct expenses are paid by the Plan.

Use of Estimates

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

The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

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

Participating employees can make elective pretax contributions to the Plan through regular payroll deductions. If an employee authorized 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 participation 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 compensation.

The Company and participating subsidiaries may also make contributions to the Plan for amounts 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. A Payroll Based Stock Ownership Plan (PAYSOP) was made possible by a section of the Internal Revenue Code that allowed the Company to contribute shares of voting stock to employees. The Company has not made a PAYSOP contribution since the elimination of the PAYSOP tax credit in the Tax Reform Act of 1986. Any account balances in this fund were moved to the applicable participants' Profit Sharing Plan accounts as of November 1, 1996.

As of November 1, 1996, the Plan converted to daily valuation processing. It also 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 Fidelity Retirement Money Market Portfolio and the Fidelity Investment Grade Bond Fund were liquidated in October 1996. The proceeds were transferred to the T. Rowe Price Prime Reserve Fund and to the Bond Fund of America, respectively. In the attached Schedule of Allocation of Changes in Plan Equity to Investment Programs (Schedule III) for the year ended November 30, 1996, the activity for the money market funds was combined and the activity of the bond funds has also been combined.

The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

As of November 30, 1996, the following investment funds were available:

McCormick Stock Fund - This fund invests principally in the common stock of McCormick & Company, Inc., the Plan sponsor.

Balanced Fund - The balanced fund seeks conservation of capital, current income and long-term growth of capital and income by investing in stocks, bonds, and other fixed-income securities. This fund invests principally in the American Balanced Fund.

Small Cap Value Fund - This fund seeks long-term growth of capital through investments in small companies which have low debt, strong growth prospects and are potentially undervalued. This fund invests principally in the T. Rowe Price Small Cap Value Fund.

International Growth Fund - This international fund seeks long-term growth of capital by investing in companies based outside the United States. This fund invests principally in the American Europacific Growth Fund.

The Bond Fund - The bond fund seeks as high a level of current income as is consistent with preservation of capital. This fund invests primarily in the Bond Fund of America.

Growth & Income Portfolio Fund - This growth and income 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. The principal investment is in the Fidelity Growth & Income Portfolio Fund.

Long-Term Capital Appreciation Fund - This 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. This fund invests principally in the Fidelity Magellan Fund.

The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

2. Description of the Plan (continued)

Money Market Fund - As a money market fund, this fund is managed to maintain a stable \$1 share price (although it is not guaranteed). The value of the fund's shares is neither insured nor guaranteed by the U.S. Government. This fund invests principally in the T. Rowe Price Prime Reserve Fund.

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 participant's account balance or \$50,000 less the highest outstanding unpaid loan balance during the prior 12 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 participants through 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 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 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 or the income of the Plan until amounts are distributed to them.

The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

4. Investments

During 1996, 1995 and 1994, the Plan's investments (including investments bought, sold, or held throughout the year) appreciated (depreciated) in fair value by \$4,795,857, \$30,590,387 and \$(19,309,615), respectively, as follows:

	Net Appreciation During Year	Fair Value at End of Year
Year ended November 30, 1996		
Fair value as determined by quoted market prices:		
McCormick & Company, Incorporated:		
Common stock	\$ 2,731,134	\$ 75,147,648
Unaffiliated issuers:		
Temporary investments	-	460
Mutual funds	2,064,723	88,822,519
Participant loans	-	2,718,336
Total	\$ 4,795,857	\$166,688,963

	Net Appreciation During Year	Fair Value at End of Year
Year ended November 30, 1995		
Fair value as determined by quoted market prices:		
McCormick & Company, Incorporated:		
Common stock	\$16,522,475	\$ 77,209,267
Unaffiliated issuers:		
Temporary investments	-	558,657
Mutual funds	14,067,912	70,450,478
Participant loans	-	2,882,406
Total	\$30,590,387	\$151,100,808

The McCormick Profit Sharing Plan

Notes to Financial Statements (continued)

4. Investments (continued)

	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

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

	November 30	
	1996	1995
McCormick & Company, Incorporated Common stock	\$75,147,648	\$77,209,267
Fidelity Investments Mutual funds:		
Investment Grade Bond Fund	-	7,635,346
Growth & Income Portfolio Fund	35,422,622	24,779,958
Long-Term Capital Appreciation Fund (Magellan)	36,255,279	32,057,145

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

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, 1996, 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	\$ 21,180	\$ 279,869	\$ (258,689)
32b(1)(F)	Interest--Other loans	187,391	-	187,391
N/A	Dividends--Mutual funds	-	9,733,786	(9,733,786)
32b(4)(C)	Net gain(loss) on sale of assets	(193,220)	2,877,954	(3,071,174)
32b(5)	Unrealized appreciation	3,918,703	1,917,903	2,000,800
32b(10)	Registered investment companies	10,875,458	-	10,875,458
		\$14,809,512	\$14,809,512	\$ -

The differences result 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

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1996

	Total	McCormick Stock Fund	Bond Fund	Growth & Income Portfolio Fund
Assets				
Investments:				
Securities--at market value:				
McCormick & Company, Incorporated-Common stock	\$ 75,147,648	\$75,147,648	\$ -	\$ -
Unaffiliated issuers:				
Temporary investments	460	460	-	-
Mutual funds	88,822,519	-	6,985,165	35,422,622
Participant loans	2,718,336	-	-	-
Employer contributions receivable	1,250,022	-	-	-
Accrued interest and dividends receivable	61,220	950	36,118	-
Cash	121,999	1	121,998	-
	168,122,204	75,149,059	7,143,281	35,422,622
Liabilities				
Cash overdrafts	3,082,666	2,254,924	-	24,858
	3,082,666	2,254,924	-	24,858
Plan equity	\$165,039,538	\$72,894,135	\$7,143,281	\$35,397,764

The McCormick Profit Sharing Plan

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1996

	Money Market Fund	Long-Term Capital Appreciation Fund	Balanced Fund	Small Cap Value Fund
Assets				
Investments:				
Securities--at market value:				
McCormick & Company, Incorporated-Common stock	\$ -	\$ -	\$ -	\$ -
Unaffiliated issuers:				
Temporary investments	-	-	-	-
Mutual funds	5,941,152	36,255,279	1,145,443	2,056,100
Participant loans	-	-	-	-
Employer contributions receivable	-	-	-	-
Accrued interest and dividends receivable	24,152	-	-	-
Cash	-	-	-	-
	5,965,304	36,255,279	1,145,443	2,056,100
Liabilities				
Cash overdrafts	167,556	292,823	767	283,024
	167,556	292,823	767	283,024
Plan equity	\$5,797,748	\$35,962,456	\$1,144,676	\$1,773,076

The McCormick Profit Sharing Plan

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1996

	International Growth Fund	Loans	Unallocated
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated-Common stock	\$ -	\$ -	\$ -
Unaffiliated issuers:			
Temporary investments	-	-	-
Mutual funds	1,016,758	-	-
Participant loans	-	2,718,336	-
Employer contributions receivable	-	-	1,250,022
Accrued interest and dividends receivable	-	-	-
Cash	-	-	-
	1,016,758	2,718,336	1,250,022
Liabilities			
Cash overdrafts	57,068	1,646	-
	57,068	1,646	-
Plan equity	\$ 959,690	\$2,716,690	\$1,250,022

The McCormick Profit Sharing Plan

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1995

	Total	McCormick Stock Fund	Investment Grade Bond Fund	Growth & Income Portfolio Fund
Assets				
Investments:				
Securities--at market value:				
McCormick & Company, Incorporated-Common stock	\$ 77,209,267	\$69,830,137	\$ -	\$ -
Unaffiliated issuers:				
Temporary investments	558,657	464,224	7,345	37,668
Mutual funds	70,450,478	-	7,635,346	24,779,958
Participant loans	2,882,406	-	-	-
Employer contributions receivable	1,030,662	-	-	-
Accrued interest and dividends receivable	2,141	1,641	36	151
Cash	117,522	47,008	8,227	21,154
	152,251,133	70,343,010	7,650,954	24,838,931
Liabilities				
Administrative expenses payable	-	-	-	-
Withdrawals payable	-	-	-	-
Plan equity	\$152,251,133	\$70,343,010	\$7,650,954	\$24,838,931

The McCormick Profit Sharing Plan

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1995

	Retirement Money Market Fund	Long-Term Capital Appreciation Fund	PAYSOP
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated-Common stock	\$ -	\$ -	\$3,077,436
Unaffiliated issuers:			
Temporary investments	19,921	20,689	7,078
Mutual funds	5,978,029	32,057,145	-
Participant loans	-	-	-
Employer contributions receivable	-	-	-
Accrued interest and dividends receivable	41	210	27
Cash	7,052	34,081	-
	6,005,043	32,112,125	3,084,541
Liabilities			
Administrative expenses payable	-	-	-
Withdrawals payable	-	-	-
Plan equity	\$6,005,043	\$32,112,125	\$3,084,541

The McCormick Profit Sharing Plan

Schedule II--Allocation of Plan Equity to Investment Programs

November 30, 1995

	RIT Trust	Loans	Unallocated
Assets			
Investments:			
Securities--at market value:			
McCormick & Company, Incorporated-Common stock	\$4,301,694	\$ -	\$ -
Unaffiliated issuers:			
Temporary investments	1,732	-	-
Mutual funds	-	-	-
Participant loans	-	2,882,406	-
Employer contributions receivable	-	-	1,030,662
Accrued interest and dividends receivable	19	16	-
Cash	-	-	-
	4,303,445	2,882,422	1,030,662
Liabilities			
Administrative expenses payable	-	-	-
Withdrawals payable	-	-	-
Plan equity	\$4,303,445	\$2,882,422	\$1,030,662

The McCormick Profit Sharing Plan

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

Year Ended November 30, 1996

	Total	McCormick Stock Fund	Bond Fund	Growth & Income Portfolio Fund
Additions				
Employer contributions	\$ 3,148,413	\$ 626,296	\$ 112,692	\$ 316,593
Employee contributions	9,236,115	3,622,342	622,324	1,753,540
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	1,772,793	1,647,339	-	-
Mutual funds	9,733,786	-	459,886	1,882,382
Interest income	279,869	20,873	36,691	3,975
Other, net	(165,205)	-	-	-
	24,005,771	5,916,850	1,231,593	3,956,490
Interfund transfers	-	(310,648)	(581,777)	5,184,249
Deductions				
Participant withdrawals	15,724,081	6,706,553	1,022,255	3,469,107
Administrative expenses	289,142	11,102	10,109	11,148
	16,013,223	6,717,655	1,032,364	3,480,255
Net realized gain (loss) on investment	2,877,954	2,027,881	(540,567)	557,692
Net unrealized appreciation (deprec.) of investments	1,917,903	1,634,697	415,442	4,340,657
Net increase (decrease)	12,788,405	2,551,125	(507,673)	10,558,833
Plan equity at beginning of year	152,251,133	70,343,010	7,650,954	24,838,931
Plan equity at end of year	\$165,039,538	\$72,894,135	\$7,143,281	\$35,397,764

The McCormick Profit Sharing Plan

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

Year Ended November 30, 1996

	Money Market Fund	Long-Term Capital Appreciation Fund	Balanced Fund	Small Cap Value Fund
Additions				
Employer contributions	\$ 91,212	\$ 484,409	\$ 855	\$ 2,913
Employee contributions	529,965	2,678,889	5,060	16,462
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	-	-	-	-
Mutual funds	290,701	7,100,817	-	-
Interest income	25,420	5,212	-	-
Other, net	-	-	-	-
	937,298	10,269,327	5,915	19,375
Interfund transfers	109,089	(735,474)	1,113,501	1,716,589
Deductions				
Participant withdrawals	1,251,492	2,888,564	-	-
Administrative expenses	2,190	8,602	-	-
	1,253,682	2,897,166	-	-
Net realized gain (loss) on investment	-	397,824	925	-
Net unrealized appreciation (deprec.) of investments	-	(3,184,180)	24,335	37,112
Net increase (decrease)	(207,295)	3,850,331	1,144,676	1,773,076
Plan equity at beginning of year	6,005,043	32,112,125	-	-
Plan equity at end of year	\$5,797,748	\$35,962,456	\$1,144,676	\$1,773,076

The McCormick Profit Sharing Plan

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

Year Ended November 30, 1996

	International Growth Fund	PAYSOP	RIT Trust
Additions			
Employer contributions	\$ 1,321	\$ -	\$ -
Employee contributions	7,533	-	-
Earnings from investments:			
Dividends:			
McCormick & Company, Incorporated	-	53,735	71,719
Mutual funds	-	-	-
Interest income	-	92	215
Other, net	-	-	-
	8,854	53,827	71,934
Interfund transfers	935,353	(2,652,446)	(3,609,505)
Deductions			
Participant withdrawals	-	85,831	234,516
Administrative expenses	-	3	2
	-	85,834	234,518
Net realized gain (loss) on investment	-	94,790	339,409
Net unrealized appreciation (deprec.) of investments	15,483	(494,878)	(870,765)
Net increase (decrease)	959,690	(3,084,541)	(4,303,445)
Plan equity at beginning of year	-	3,084,541	4,303,445
Plan equity at end of year	\$959,690	\$ -	\$ -

The McCormick Profit Sharing Plan

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

Year Ended November 30, 1996

	Loans	Unallocated
Additions		
Employer contributions	\$ -	\$1,512,122
Employee contributions	-	-
Earnings from investments:		
Dividends:		
McCormick & Company, Incorporated	-	-
Mutual funds	-	-
Interest income	187,391	-
Other, net	(165,205)	-
	22,186	1,512,122
Interfund transfers	(122,155)	(1,046,776)
Deductions		
Participant withdrawals	65,763	-
Administrative expenses	-	245,986
	65,763	245,986
Net realized gain (loss) on investment	-	-
Net unrealized appreciation (deprec.) of investments	-	-
Net increase (decrease)	(165,732)	219,360
Plan equity at beginning of year	2,882,422	1,030,662
Plan equity at end of year	\$2,716,690	\$1,250,022

The McCormick Profit Sharing Plan

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

Year Ended November 30, 1995

	Total	McCormick Stock Fund	Investment- Grade Bond Fund	Growth & Income Portfolio Fund
Additions				
Employer contributions	\$ 3,209,766	\$ 729,743	\$ 120,387	\$ 315,824
Employee contributions	9,757,400	4,066,290	683,018	1,674,667
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	1,788,884	1,585,651	-	-
Mutual funds	2,216,325	-	517,040	1,213,542
Interest income	312,702	32,301	1,434	3,192
Other receipts, net	(16,049)	-	-	-
	17,269,028	6,413,985	1,321,879	3,207,225
Interfund transfers	-	(1,148,539)	(380,315)	2,789,247
Deductions				
Participant withdrawals	29,573,769	11,249,627	1,753,799	4,339,353
Administrative expenses	395,601	9,429	8,786	9,144
Other, net	-	-	-	-
	29,969,370	11,259,056	1,762,585	4,348,497
Net realized gain (loss) on investment	5,239,030	2,798,719	(173,034)	170,095
Net unrealized appreciation (deprec.) of investments	25,351,357	11,784,523	573,034	4,698,987
Net increase (decrease)	17,890,045	8,589,632	(421,021)	6,517,057
Plan equity at beginning of year	134,361,088	61,753,378	8,071,975	18,321,874
Plan equity at end of year	\$152,251,133	\$70,343,010	\$ 7,650,954	\$24,838,931

The McCormick Profit Sharing Plan

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

Year Ended November 30, 1995

	Retirement Money Market Fund	Long-Term Capital Appreciation Fund	PAYSOP	RIT Trust
Additions				
Employer contributions	\$ 94,408	\$ 531,015	\$ -	\$ -
Employee contributions	503,779	2,829,646	-	-
Earnings from investments:				
Dividends:				
McCormick & Company, Incorporated	-	-	75,337	127,896
Mutual funds	377,069	108,674	-	-
Interest income	1,105	4,151	290	843
Other, net	-	-	-	-
	976,361	3,473,486	75,627	128,739
Interfund transfers	2,180,180	1,126,557	(50,648)	(351,082)
Deductions				
Participant withdrawals	4,233,295	4,032,328	646,041	2,976,966
Administrative expenses	2,314	8,498	-	-
Other, net	-	-	-	-
	4,235,609	4,040,826	646,041	2,976,966
Net realized gain (loss) on investment	-	238,281	396,921	1,808,048
Net unrealized appreciation (deprec.) of investments	-	8,560,549	297,935	(563,671)
Net increase (decrease)	(1,079,068)	9,358,047	73,794	(1,954,932)
Plan equity at beginning of year	7,084,111	22,754,078	3,010,747	6,258,377
Plan equity at end of year	\$6,005,043	\$32,112,125	\$3,084,541	\$4,303,445

The McCormick Profit Sharing Plan

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

Year Ended November 30, 1995

	Loans	Unallocated
Additions		
Employer contributions	\$ -	\$ 1,418,389
Employee contributions	-	-
Earnings from investments:		
Dividends:		
McCormick & Company, Incorporated	-	-
Mutual funds	-	-
Interest income	269,386	-
Other, net	(16,049)	-
	253,337	1,418,389
Interfund transfers	(106,472)	(4,058,928)
Deductions		
Participant withdrawals	342,360	-
Administrative expenses	-	357,430
Other, net	-	-
	342,360	357,430
Net realized gain (loss) on investment	-	-
Net unrealized appreciation (deprec.) of investments	-	-
Net increase (decrease)	(195,495)	(2,997,969)
Plan equity at beginning of year	3,077,917	4,028,631
Plan equity at end of year	\$2,882,422	\$1,030,662

The McCormick Profit Sharing Plan

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

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

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

Item 27a--Schedule of Assets Held for Investment Purposes

November 30, 1996

Description	Shares Held	Cost Value	Market Value
Temporary investments:			
Norwest Short Term Investment Fund	460	\$460	\$460
McCormick & Company, Incorporated:			
Common Stock	3,051,681	41,782,965	75,147,648
Mutual Fund Investments:			
Bond Fund of America	502,892	6,905,260	6,985,165
Fidelity Growth & Income Fund	1,131,713	27,086,940	35,422,622
T. Rowe Price Prime Reserve - Money Market Fund	5,941,152	5,941,152	5,941,152
Fidelity Magellan - Long-Term Capital Appreciation Fund	437,390	32,348,017	36,255,279
American Balanced Fund	73,285	1,121,109	1,145,443
T. Rowe Price Small Cap Value Fund	103,374	2,018,987	2,056,100
American EuroPacific - International Fund	38,397	1,001,275	1,016,758
Participant Loans (Average interest rate of 7%):		2,718,336	2,718,336
		\$120,924,501	\$166,688,963

THE McCORMICK PROFIT SHARING PLAN

Item 27d - Schedule of Reportable Transactions

Account Number 1277890C

For the period 12/01/95
through 11/30/96

SCHEDULE L-1

5% REPORTABLE TRANSACTIONS

SINGLE TRANSACTIONS

Beginning Value
\$151,220,471

A. Identity of Party Involved	C. Purchase Price	D. Selling Price	F. Expenses Incurred w/Trades	G. Cost of Security	H. Current Value	I. Net Gain or Loss
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No single reportable transactions.

THE McCORMICK PROFIT SHARING PLAN

Item 27d - Schedule of Reportable Transactions

Account Number 1277890C

For the period 12/01/95
through 11/30/96

SCHEDULE L-2

5% REPORTABLE TRANSACTIONS

SERIES OF TRANSACTIONS IN THE SAME SECURITY Beginning Value
\$151,220,471

B. Description of Security	C. Purchase Price	D. Selling Price	F. Expenses Incurred w/Trades Purchases	Sales	Total
Norwest Short Term Investment Fund	\$22,683,318	\$23,241,515			
Number of Trades/ % of Beginning Value	414/ 15.00%	317/ 15.37%			
Fidelity Magellan Fund, Inc.	\$12,516,896	\$ 5,504,569			
Number of Trades/ % of Beginning Value	35/ 8.28%	23/ 3.64%			
Fidelity Money Mkt Tr Retirement Money Mkt Portfolio	\$ 1,803,538	\$ 7,781,567			
Number of Trades/ % of Beginning Value	30/ 1.19%	19/ 5.15%			
Fidelity Secs Fund Growth & Income Portfolio	\$ 8,375,054	\$ 2,597,969			
Number of Trades/ % of Beginning Value	38/ 5.54%	16/ 1.72%			
Bond Fund of America, Inc.	\$ 7,509,814	\$ 608,566			
Number of Trades/ % of Beginning Value	7/ 4.97%	11/ 0.40%			
Fidelity Fixed Income Tr Investment Grade Bond Fund	\$ 972,191	\$ 8,398,494			
Number of Trades/ % of Beginning Value	30/ 0.64%	17/ 5.55%			

THE McCORMICK PROFIT SHARING PLAN

Item 27d - Schedule of Reportable Transactions

Account Number 1277890C

For the period 12/01/95
through 11/30/96

SCHEDULE L-2

5% REPORTABLE TRANSACTIONS

SERIES OF TRANSACTIONS IN THE SAME SECURITY Beginning Value
\$151,220,471

B. Description of Security	G. Cost of Security	H. Current Value	I. Net Gain or Loss
Norwest Short Term Investment Fund Number of Trades/ % of Beginning Value	\$23,241,515	\$45,924,833 731/ 30.37%	
Fidelity Magellan Fund, Inc. Number of Trades/ % of Beginning Value	\$ 5,106,744	\$18,021,464 58/ 11.92%	\$ 397,825
Fidelity Money Mkt Tr Retirement Money Mkt Portfolio Number of Trades/ % of Beginning Value	\$ 7,781,567	\$ 9,585,105 49/ 6.34%	
Fidelity Secs Fund Growth & Income Portfolio Number of Trades/ % of Beginning Value	\$ 2,040,277	\$10,973,023 54/ 7.26%	\$ 557,692
Bond Fund of America, Inc. Common Voting Number of Trades/ % of Beginning Value	\$ 604,554	\$ 8,118,380 18/ 5.37%	\$ 4,013
Fidelity Fixed Income Tr Investment Grade Bond Fund Number of Trades/ % of Beginning Value	\$ 8,943,074	\$ 9,370,686 47/ 6.20%	\$(544,579)

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 12, 1997, with respect to the financial statements and schedules of The McCormick Profit Sharing Plan for the year ended November 30, 1996 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-3	33-40920	5/29/91
S-8	33-33724	3/02/90
S-8	33-33725	3/02/90
S-3	33-32712	12/21/89
S-8	33-24660	3/16/89
S-8	33-24658	9/15/88

ERNST & YOUNG LLP

Baltimore, Maryland
May 27, 1997