

MCCORMICK & CO INC
Form S-8 POS
March 23, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

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)

DEREGISTRATION OF COMMON STOCK

On March 28, 2003, McCormick & Company, Incorporated (the "Company") filed a Registration Statement on Form S-8, Registration No. 333-104084 (the "Registration Statement"), for the sale of 997,968 shares of Common Stock Non-Voting of the Company (the "Shares") under the Company's 2003 Employees Stock Purchase Plan (the "Plan") and Non-Qualified Stock Option Plan. This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister 672,948 Shares that remain unissued under the Plan. Such de-registration shall be effective immediately upon the filing of this Post-Effective Amendment No. 1.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8, and has duly caused this Post-Effective Amendment No. 1 to the 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 23rd day of March, 2005.

MCCORMICK & COMPANY, INCORPORATED

By: /s/ ROBERT J. LAWLESS
Robert J. Lawless
Chairman, President & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Principal Executive Officer:

/s/ ROBERT J. LAWLESS Robert J. Lawless	Chairman, President & Chief Executive Officer	March 23, 2005
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Principal Financial Officer:

/s/ FRANCIS A. CONTINO Francis A. Contino	Executive Vice President, Chief Financial Officer & Strategic Planning	March 23, 2005
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Principal Accounting Officer:

/s/ KENNETH A. KELLY, JR.. Kenneth A. Kelly, Jr	Vice President & Controller	March 23, 2005
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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, MARGARET M.V. PRESTON, WILLIAM E. STEVENS AND KAREN D. WEATHERHOLTZ.

By: /s/ ROBERT W. SKELTON Robert W. Skelton	Attorney-in-fact	March 23, 2005
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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 Post Effective Amendment No. 1 to the 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 23rd day of March, 2005.

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

By: /s/ ROBERT W. SKELTON
Robert W. Skelton
Attorney-in-Fact