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SMUCKER J M CO
Form 8-A12B
May 23, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

The J. M. Smucker Company

(Exact Name of Registrant as Specified in Its Charter)

Ohio

(State of Incorporation or Organization)

34-0538550

(I.R.S. Employer Identification Number)

Strawberry Lane, Orrville, Ohio

(Address of Principal Executive Offices)

44667

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [x]

If this form relates to the registration of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates:

333-73830

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Common Stock, without par value

Name of Each Exchange
Each Class is to be

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

N/A

(Title of Class)

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the common stock, without par value, of The J. M. Smucker Company provided in the Registration Statement on Form S-4, filed with the Securities and Exchange Commission on March 22, 2002 (File No. 333-84796), under the heading "Description of New Smucker's Capital Stock" is incorporated herein by reference.

ITEM 2. EXHIBITS.

See Exhibit Index.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE J. M. SMUCKER COMPANY

By: /s/ Ann Harlan

Name: Ann Harlan
Title: General Counsel

Date: May 23, 2002

EXHIBIT INDEX

| Exhibit ----- | Description of Document ----- |
|------------------|---|
| 3.1 | Amended Articles of Incorporation of The J. M. Smucker Company (filed as Exhibit 3.1 to The J. M. Smucker Company's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on March 22, 2002) is incorporated herein by reference. |
| 3.2 | Amended Regulations of The J. M. Smucker Company (filed as Exhibit 3(b) to The J. M. Smucker Company's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2000 filed with the Securities and Exchange Commission on December 12, 2000) is incorporated herein by reference. |
| 4.1 | Amended and Restated Rights Agreement, dated as of August 28, 2000 between The J. M. Smucker Company and Computershare Investor Services, LLC, successor to Harris Trust and Savings Bank, as rights agent (filed as Exhibit 4.1 to Amendment No. 1 to The J. M. Smucker Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 28, 2000, as amended by Exhibit 4.1 to Amendment No. 2 to The J. M. Smucker Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on October 22, 2001), is incorporated herein by reference. |

