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SMUCKER J M CO
Form 8-A12B/A
October 22, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 2 to
FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF
SECURITIES PURSUANT TO SECTION 12(b) OR (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

(IRS Employer
Identification no.)

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
class 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

(If applicable)

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

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Rights to Purchase Preferred Shares

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 SECURITIES TO BE REGISTERED.

Effective as of October 9, 2001, the Amended and Restated Rights Agreement, dated as of August 28, 2000 (the "Rights Agreement"), between The J. M. Smucker Company, an Ohio corporation (the "Company"), and Computershare Investors Services, LLC, as rights agent (the "Rights Agent"), was amended. The amendment made the provisions of the Rights Agreement inapplicable to the transactions contemplated by the Shareholders Agreement and Irrevocable Proxy, dated as of October 9, 2001, by and among The Procter & Gamble Company, an Ohio corporation, and those certain shareholders of the Company set forth on the signature pages thereto.

The foregoing summary description of the amendment is qualified in its entirety by reference to the full text of the amendment, a copy of which has been filed as an exhibit hereto and incorporated herein by reference. Copies of the Rights Agreement, and the related Summary of Rights, which is attached as Exhibit C to the Rights Agreement, are available free of charge from the Company.

ITEM 2. EXHIBITS.

Exhibit Number -----	Exhibit -----
4.1	Amendment No. 1, dated as of October 9, 2001, to the Amended and Restated Rights Agreement.

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/ Steven J. Ellcessor

Name: Steven J. Ellcessor
Title: Vice President--
Finance and Administration,
Secretary and
General Counsel

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Dated: October 22, 2001

INDEX TO EXHIBITS

EXHIBIT
NUMBER

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