

SMUCKER J M CO  
Form 10-K/A  
July 28, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-K AMENDMENT NO. 1  
FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**ANNUAL REPORT PURSUANT TO SECTIONS 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the fiscal year ended April 30, 2003

or

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

For the transition period from        to

Commission file number 1-5111

**THE J. M. SMUCKER COMPANY**

(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction of  
incorporation or organization)

31-1813379  
(I.R.S. Employer Identification No.)

One Strawberry Lane  
Orrville, Ohio  
(Address of principal executive offices)

44667-0280  
(Zip code)

Registrant's telephone number, including area code (330) 682-3000

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

Title of each class

Name of each exchange on which registered

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Common shares, no par value

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New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

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  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.  [X]

Indicate by check mark whether the registrant is an accelerated filer as defined in Rule 12b-2 of the Securities Exchange Act of 1934.  [X] Yes  [ ] No

As of July 17, 2003, 49,955,510 common shares of The J. M. Smucker Company were issued and outstanding. The aggregate market value of the common shares held by nonaffiliates of the registrant at October 31, 2002, was \$1,641,869,648.

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Certain sections of the registrant's definitive Proxy Statement, dated July 8, 2003, for the August 14, 2003 Annual Meeting of Shareholders, and of the 2003 Annual Report to Shareholders are incorporated by reference into Parts I, II, III, and IV of this Report.

## PART IV

## Item 16. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

- (a) 1, 2. Financial Statements and Financial Statement Schedule

The index to Consolidated Financial Statements and Financial Statement Schedule is included on page F-1 of this Report.

3. Exhibits

| Exhibit<br>No. | Description   |
|----------------|---|
| 2              | Agreement and Plan of Merger, dated October 9, 2001, by and among The Procter & Gamble Company, The Procter & Gamble Ohio Brands Company and The J. M. Smucker Company incorporated by reference to Form 8-K filed on October 12, 2001.   |
| 3(a)           | Amended Articles of Incorporation incorporated by reference to Amendment No. 3 to Form S-4 filed on February 28, 2002.  |
| 3(b)           | Amended Regulations incorporated by reference to Form 10-Q for the quarterly period ended October 31, 2000.   |
| 4              | Amended and Restated Rights Agreement, dated as of August 28, 2000, by and between the Company and ComputerShare Investor Services, LLC (successor to Harris Trust and Savings Bank) incorporated by reference to the Registration Statement on Form 8-A filed on August 28, 2000, as amended by Amendment No. 1 thereto, dated as of October 9, 2001, incorporated by reference to the Registration Statement on Form 8-A filed on October 22, 2002. |
| 10(a)          | Amended Restricted Stock Bonus Plan incorporated by reference to the 1994 Annual Report on Form 10-K.   |
| 10(b)          | 1987 Stock Option Plan incorporated by reference to the 1994 Annual Report on Form 10-K.  |
| 10(c)          | Management Incentive Plan incorporated by reference to the 1996 Annual Report on Form 10-K.   |
| 10(d)          | Nonemployee Director Stock Plan dated January 1, 1997 incorporated by reference to the 1997 Annual Report on Form 10-K.   |
| 10(e)          | 1998 Equity and Performance Incentive Plan (as amended and restated effective as of October 29, 2002) incorporated by reference to Form 10-Q for the quarterly period ended October 31, 2002.   |
| 10(f)          | Note Purchase Agreement (dated as of June 16, 1999) incorporated by reference to Form 10-Q for the quarterly period ended July 31, 1999.  |
| 10(g)          | Top Management Supplemental Retirement Benefit Plan (May 1, 1999 Restatement) incorporated by reference to Form 10-Q for the quarterly period ended July 31, 1999.  |

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- 10(h) Note Purchase Agreement (dated as of August 23, 2000) incorporated by reference to Form 10-Q for the quarterly period ended October 31, 2000.
- 10(i) Nonemployee Director Stock Option Plan incorporated by reference to Form 10-Q for the quarterly period ended October 31, 2001.
- 10(j) Consulting and Noncompete Agreements incorporated by reference to Form 10-Q for the quarterly period ended July 31, 2002.
- 10(k) Severance Package Agreement (previously filed on Form 10-K dated July 24, 2003)
- 10(l) Voluntary Deferred Compensation Plan
- 13 Excerpts from 2003 Annual Report to Shareholders (previously filed on Form 10-K dated July 24, 2003)
- 14 Policy on Ethics and Conduct (adopted April 15, 2003) (previously filed on Form 10-K dated July 24, 2003)
- 21 Subsidiaries of the Registrant (previously filed on Form 10-K dated July 24, 2003)
- 23 Consent of Independent Auditors (previously filed on Form 10-K dated July 24, 2003)
- 24 Powers of Attorney (previously filed on Form 10-K dated July 24, 2003)
- 99(a) Section 906 Certification (previously filed on Form 10-K dated July 24, 2003)
- 99(b) Corporate Governance Guidelines (adopted April 15, 2003) (previously filed on Form 10-K dated July 24, 2003)
- 99(c) Audit Committee Charter (adopted April 15, 2003) (previously filed on Form 10-K dated July 24, 2003)
- 99(d) Executive Compensation Committee Charter (adopted April 15, 2003) (previously filed on Form 10-K dated July 24, 2003)
- 99(e) Nominating and Corporate Governance Committee Charter (adopted April 15, 2003) (previously filed on Form 10-K dated July 24, 2003)

All other required exhibits are either inapplicable to the Company or require no answer.

(b) Reports on Form 8-K filed in the Fourth Quarter of 2003.

None.

(c) The response to this portion of Item 16 is submitted as a separate section of this report.

(d) The response to this portion of Item 16 is submitted as a separate section of this report.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: July 28, 2003

The J. M. Smucker Company

/s/ Richard K. Smucker

By: Richard K. Smucker  
 President, Co-Chief Executive  
 Officer, and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature          | Title   | Date          |
|--------------------|---|---------------|
| *                  |   |               |
| Timothy P. Smucker | Chairman and Co-Chief Executive Officer, and Director<br>(Principal Executive Officer)  | July 16, 2003 |
| *                  |   |               |
| Richard K. Smucker | President, Co-Chief Executive Officer, Chief Financial<br>Officer, and Director (Principal Executive Officer and<br>Principal Accounting Officer) | July 22, 2003 |
| *                  |   |               |
| Richard G. Jirsa   | Vice President-Information Services and Corporate Controller<br>(Principal Accounting Officer)  | July 16, 2003 |
| *                  |   |               |
| Vincent C. Byrd    | Director  | July 16, 2003 |
| *                  |   |               |
| R. Douglas Cowan   | Director  | July 16, 2003 |
| *                  |   |               |
| Kathryn W. Dindo   | Director  | July 21, 2003 |
| *                  |   |               |
| Fred A. Duncan     | Director  | July 18, 2003 |
| *                  |   |               |

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|                        |          |               |
|------------------------|----------|---------------|
| Elizabeth Valk Long    | Director | July 16, 2003 |
| *                      |          |               |
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| Charles S. Mechem, Jr. | Director | July 19, 2003 |
| *                      |          |               |
| <hr/>                  |          |               |
| Gary A. Oatey          | Director | July 22, 2003 |
| *                      |          |               |
| <hr/>                  |          |               |
| William H. Steinbrink  | Director | July 16, 2003 |

\* The undersigned, by signing her name hereto, does sign and execute this report pursuant to the powers of attorney executed by the above-named officers and directors of the registrant, which are being filed herewith with the Securities and Exchange Commission on behalf of such officers and directors.

Date: July 28, 2003

/s/ M. Ann Harlan

By: M. Ann Harlan  
Attorney-in-Fact

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