

SMUCKER J M CO
Form 8-A12B
May 21, 2009

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

34-0538550

(State of Incorporation or Organization)

(I.R.S. Employer
Identification No.)

One Strawberry Lane
Orrville, Ohio

44667-0280

(Address of Principal Executive Offices)

(Zip Code)

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

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.

If this form relates to the registration of a 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: Not Applicable

(If applicable)

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

(Title of class)

Item 1. Description of Registrant's Securities to be Registered

On May 20, 2009, the Directors of The J. M. Smucker Company (the Company) declared a dividend distribution of one right for each common share, without par value (the Common Shares), of the Company outstanding at the close of business on June 2, 2009 (the Record Date), pursuant to the terms of a Rights Agreement, dated as of May 20, 2009 (as it may be amended from time to time, the Rights Agreement), by and between the Company and Computershare Trust Company, N.A., as rights agent. The Rights Agreement also provides, subject to specified exceptions and limitations, that Common Shares issued or delivered from the Company's treasury after the Record Date will be entitled to and accompanied by rights.

The rights are in all respects subject to and governed by the provisions of the Rights Agreement, a copy of which is filed as Exhibit 4.1 hereto and incorporated herein by this reference.

Item 2. Exhibits

| Number | Description |
|--------|---|
| 4.1 | Rights Agreement, dated as of May 20, 2009, by and between the Company and Computershare Trust Company, N.A., as rights agent |

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/ M. Ann Harlan
Name: M. Ann Harlan
Title: Vice President and General Counsel

Date: May 20, 2009

EXHIBIT INDEX

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