

INTERNATIONAL FLAVORS & FRAGRANCES INC

Form 5

February 10, 2005

FORM 5

OMB APPROVAL

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB Number: 3235-0362
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
MEANY DENNIS M

(Last) (First) (Middle)

INTERNATIONAL FLAVORS & FRAGRANCES INC., 521 W. 57TH ST.

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior VP, GC & Secretary

6. Individual or Joint/Group Reporting
(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	832 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Deri Secu (Inst												
Stock Equivalent Unit	Â	12/31/2004	Â	A	17 Â	<table border="1"> <thead> <tr> <th></th> <th>Date Exercisable</th> <th>Expiration Date</th> <th>Title</th> <th>Amount or Number of Shares</th> </tr> </thead> <tbody> <tr> <td>(A)</td> <td>Â</td> <td>Â (3)</td> <td rowspan="2">Common Stock</td> <td rowspan="2">17</td> </tr> <tr> <td>(D)</td> <td>Â</td> <td>Â (3)</td> </tr> </tbody> </table>		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(A)	Â	Â (3)	Common Stock	17	(D)	Â	Â (3)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares																
(A)	Â	Â (3)	Common Stock	17																
(D)	Â	Â (3)																		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEANY DENNIS M INTERNATIONAL FLAVORS & FRAGRANCES INC. 521 W. 57TH ST. NEW YORK, NY 10019	Â	Â	Â Senior VP, GC & Secretary	Â

Signatures

Dennis M. Meany
02/10/2005
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Includes 13 shares arising from dividends (in shares) under the IFF Global Employee Stock Purchase Plan during 2004.
- (2) The stock units convert to Common Stock on a one-for-one basis.
- (3) Not applicable.

Includes units acquired upon reinvestment of dividends accrued on units in the IFF Stock Fund under the Company's deferred compensation plan during 2004. The acquisition of units with reinvested dividends is exempt from line item reporting under SEC Rule 16a-11. The unit accounting process used by the plan administrator of the IFF Stock Fund under the deferred compensation plan includes

- (4) Common Stock as well as cash, with the fund divided into a number of units which does not directly correspond to the same number of shares of Common Stock. This leads to Common Stock maintained in the fund, as well as dividend reinvestment share units, to at times be in minor variance from the numbers reported in a different period.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.