

INTERNATIONAL FLAVORS & FRAGRANCES INC  
 Form 4  
 December 26, 2002

**Form 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response. . . 0.5

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>Mirzayantz Nicolas</b>			2. Issuer Name and Ticker or Trading Symbol <b>International Flavors &amp; Fragrances Inc. ( IFF )</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify title below) <b>Vice President</b>			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year <b>12/23/02</b>			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
c/o International Flavors & Fragrances Inc. 521 West 57 <sup>th</sup> Street				5. If Amendment, Date of Original (Month/Day/Year)					
(Street)									
New York,	NY	10019							
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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(Over)  
 SEC 1474 (9-02)

**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/	3A. Deemed Execution Date (Month/Day/	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative

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	Price of Derivative Security	Day/Year	Year)			Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	
				Code	V	(A)	(D)						
<b>Stock Equivalent Unit</b>	<b>1-for-1</b>		<b>12/23/02</b>	<b>A</b>		<b>12</b>		<b>(1)</b>	<b>(1)</b>	<b>Common Stock</b>	<b>12</b>	<b>(1)</b>	<b>376</b>

Explanation of Responses:

**(1) Stock units ( Units ) under the Company s deferred compensation plan resulting from (a) deferral of salary and Company match (in shares), (b) premium (in shares) to participants deferring awards into Units and (c) dividends (in shares) on Units. Units were acquired at various dates at market prices ranging from \$29.59 to \$34.97 per Unit. 2 of the acquired Units are subject to vesting based on employment through December 31, 2003.**

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

/s/ DENNIS M. MEANY

**December 26, 2002**

\*\*Signature of Reporting Person

Date

Dennis M. Meany  
Attorney-in-fact

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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