

MARTINEZ ARTHUR C  
Form 4/A  
August 30, 2002  
**FORM 4**

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

OMB APPROVAL  
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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).

**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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*  <b>Martinez Arthur C</b>		2. Issuer Name and Ticker or Trading Symbol  <b>International Flavors &amp; Fragrances Inc.</b>  ( IFF )			6. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>c/o International Flavors &amp; Fragrances Inc. 521 West 57<sup>th</sup> Street</b>		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year			
(Street) <b>New York, New York 10019</b>			5. If Amendment, Date of Original (Month/Year)  <b>August 29, 2002</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	

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (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 Month (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			

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 Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Name of Indirect Beneficial Owner (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Equivalent Units	1-for-1	(1)	A	V	15			(1)	(1)	Common Stock	1,789	n/a	1,789	D	

Explanation of Responses:

(1) Stock units ( Units ) under the Company s deferred compensation plan resulting from deferral of meeting fees and/or compensable stock grant and/or dividends (in shares) on such Units. Units were acquired at various dates at market prices ranging from \$32.49 to \$34.97 per Unit. The number in column nine has been adjusted to include a dividend of 24 Units at a market price of \$29.71 which were omitted from the shares beneficially owned calculation in the December 31, 2001 Form 5 (prepared based on information received and available at that time). Fractional shares will be paid in cash and are not reflected.

**DENNIS M. MEANY**  
 \*\*Signature of Reporting Person

\_\_\_\_\_  
 August 30, 2002  
 Date

Dennis M. Meany  
 Attorney-in-fact

Reminder:

- Report on a separate line for each class of securities beneficially owned directly or indirectly.
- \*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).

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