

INTERNATIONAL FLAVORS & FRAGRANCES INC

Form 4

September 13, 2002

**FORM 4**

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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

OMB APPROVAL

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<p>1. Name and Address of Reporting Person*</p> <p><b>Wetmore, Douglas J.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>c/o International Flavors &amp; Fragrances Inc. 521 West 57<sup>th</sup> Street</b></p> <hr/> <p>(Street)</p> <p><b>New York, NY 10019</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>International Flavors &amp; Fragrances ( IFF )</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Day/Year)</p> <p><b>September 13, 2002</b></p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>_____ Director _____</p> <p>10% Owner _____</p> <p><input checked="" type="checkbox"/> Officer _____</p> <p>Other (specify below)</p> <p>Officer/Other Description <b>Senior Vice President and Chief Financial Officer</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>
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(City)	(State) (Zip)		
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**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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (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/D   Price			

(over)  
SEC 1475 (08-02)

**Wetmore, Douglas J. - September 13, 2002**

**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 Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) of (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 Security: Direct (D) or Indirect (I)	11.
<b>Stock Equivalent Unit</b>	<b>1-for-1</b>		<b>9/13/02</b>	<b>A</b>	<b>62</b>	<b>(1)   (1)</b>	<b>Common Stock   62</b>	<b>\$32.24</b>	<b>1,379</b>	<b>D</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) and (b) premium (in shares)

to participants deferring awards into Units. 12 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 Meany  
September 13, 2002  
\*\* Signature of Reporting Person  
Date

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

**Dennis M. Meany**  
**Attorney-in-fact**

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.