

INTERNATIONAL FLAVORS & FRAGRANCES INC

Form 4

November 17, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WETMORE DOUGLAS J

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2004

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)
SVP and CFO

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/15/2004		M	A	\$ 45,125 34.56	71,382	D
Common Stock	11/15/2004		M	A	\$ 4,175 29.86	75,557	D
Common Stock	11/15/2004		S	D	\$ 3,300 40.9	72,257	D
Common Stock	11/15/2004		S	D	\$ 1,500 40.91	70,757	D
	11/15/2004		S	D		65,857	D

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Common Stock					\$ 40.92		
Common Stock	11/15/2004	S	32,000	D	\$ 40.95	33,857	D
Common Stock	11/15/2004	S	500	D	\$ 40.96	33,357	D
Common Stock	11/15/2004	S	800	D	\$ 40.98	32,557	D
Common Stock	11/15/2004	S	900	D	\$ 40.99	31,657	D
Common Stock	11/15/2004	S	400	D	\$ 41	31,257	D
Common Stock	11/15/2004	S	200	D	\$ 41.01	31,057	D
Common Stock	11/15/2004	S	100	D	\$ 41.02	30,957	D
Common Stock	11/15/2004	S	1,600	D	\$ 41.04	29,357	D
Common Stock	11/16/2004	M	10,700	A	\$ 29.86	40,057	D
Common Stock	11/16/2004	S	7,200	D	\$ 40.9	32,857	D
Common Stock	11/16/2004	S	300	D	\$ 40.91	32,557	D
Common Stock	11/16/2004	S	200	D	\$ 40.92	32,357	D
Common Stock	11/16/2004	S	400	D	\$ 40.93	31,957	D
Common Stock	11/16/2004	S	100	D	\$ 40.94	31,857	D
Common Stock	11/16/2004	S	400	D	\$ 40.96	31,457	D
Common Stock	11/16/2004	S	100	D	\$ 40.97	31,357	D
Common Stock	11/16/2004	S	200	D	\$ 40.98	31,157	D
Common Stock	11/16/2004	S	100	D	\$ 40.99	31,057	D
Common Stock	11/16/2004	S	100	D	\$ 41	30,957	D
	11/16/2004	S	1,400	D		29,557	D

Common Stock					\$					41.01
Common Stock	11/16/2004		S	200	D	\$	29,357		D	41.02

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

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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, 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. Amount or Number of Shares
Options (Right to Buy)	\$ 34.56	11/15/2004		M	45,125	<u>(1)</u> 02/08/2010	Common Stock	45,125
Options (Right to Buy)	\$ 29.86	11/15/2004		M	4,175	<u>(2)</u> 03/11/2013	Common Stock	4,175
Options (Right to Buy)	\$ 29.86	11/16/2004		M	10,700	<u>(3)</u> 02/08/2010	Common Stock	10,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WETMORE DOUGLAS J INTERNATIONAL FLAVORS & FRAGRANCES INC. 521 WEST 57TH ST NEW YORK, NY 10019			SVP and CFO	

Signatures

Jodie Simon Friedman,
Attorney-in-fact

11/17/2004

__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) The options vest in 3 equal annual installments beginning February 8, 2001.
- (2) The options vest in 3 equal annual installments beginning March 11, 2004.
- (3) The options vest in 3 equal annual installments beginning March 11, 2004.

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