

INTERNATIONAL FLAVORS & FRAGRANCES INC

Form 4

November 18, 2004

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 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 *
HUETHER JAMES P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Corporate Controller

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(Street)

NEW YORK, NY 10019

(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) | 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/17/2004 | | M | | 3,500 | A | \$ 32.1875 |
| Common Stock | 11/17/2004 | | M | | 4,475 | A | \$ 17.9375 |
| Common Stock | 11/17/2004 | | M | | 12,000 | A | \$ 27.1 |
| Common Stock | 11/17/2004 | | S | | 18,375 | D | \$ 40.9965 |
| | | | | | | | 4,736 |
| | | | | | | | 9,211 |
| | | | | | | | 21,211 |
| | | | | | | | 2,836 |
| | | | | | | | D |
| | | | | | | | D |
| | | | | | | | D |
| | | | | | | | D |

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

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(9-02)

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) | \$ 32.1875 | 11/17/2004 | | M | 3,500 | <u>(1)</u> 05/18/2010 | Common Stock | 3,500 |
| Options (Right to Buy) | \$ 17.9375 | 11/17/2004 | | M | 4,475 | <u>(2)</u> <u>(3)</u> | Common Stock | 4,475 |
| Options (Right to Buy) | \$ 27.1 | 11/17/2004 | | M | 12,000 | <u>(4)</u> 05/16/2011 | Common Stock | 12,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HUETHER JAMES P
INTERNATIONAL FLAVORS & FRAGRANCES INC.
521 W. 57TH STREET
NEW YORK, NY 10019

Corporate Controller

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).

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- (1) The options vest in 3 equal annual installments beginning May 18, 2001.
- (2) The options vest in 4 equal installments each based on the Company's Common Stock achieving certain pre-established price targets.
- (3) The earlier of 11/14/07 or six months and one day after the Company's Common Stock achieves a pre-established price target.
- (4) The options vest in 3 equal annual installments beginning May 16, 2002.

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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