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INTERNATIONAL FLAVORS & FRAGRANCES INC

Form 4

August 30, 2002

FORM 4

UNITED STATES SECURITIES AND EXCHANGE

__ Check this box if no longer subject to Section 16. Form

COMMISSION Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

or Form 5 obligations may continue. *See* Instruction 1(b).

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)

. Name and Address of 2. Issuer Name and Tickler or Trading Symbol Reporting Person*									6. Relationship of Reporting Person(s) to Issuer				
Goldstein Richard A.	Inter	rnational	Flavors (IF	& Fragrand	ces Inc.			(C	Theck all applica	ible)			
(Last) (First) (Middle) c/o International Flavors & Fragrances Inc. 521 West 57th Street	Number of Reporting			Statement fo	r Month			X Director 10% Owner X Officer (give title below)Other (specify below) Chairman and Chief Executive Officer					
(Street) New York, New York 10019			If Amendme	,	of		7. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One						
							Reporting Person d of, or Beneficially Owned						
(City) (State) (Zip) 1. Title of Security (Instr. 3)		e I - Non- 3. Transa Code (Instr. 8	ction	4. Securitie (A) or Disp (Instr. 3,	es Acqu	uired 5. A f (D) Secu 5) Bene Own Mon		nount of rities ricially d at End of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	8/1/02	A	V	200,000	A	n/a	(200,000	D(1)				
Common Stock	8/14/02	G (2)	V	173,772	D	n/a		11,234	D				
Common Stock	8/14/02	G	V	173,772	A	n/a		173,772	I (3)	By spouse			
			<u> </u>			<u> </u>							

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	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
Derivative Security (Instr.3)		3.Transaction Date (Month/Day/Year)	4.Transa 5 t NounGbood e			neaderive ies ed red	6.Date Exerciseable		7. Title and		8.Price of Derivative Security (Instr. 5)	of Derivative Securities Beneficially Owned at	10.Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	Inc Be Ov
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Equivalent Units	1-for-1	(4)	A	V 1	3,716		(4)	(4)	Common Stock	13,716	n/a	13,716	D	
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Explanation of Responses:

- (1) Restricted stock granted on August 1, 2002 by the Company s Board of Directors as a performance incentive award. Mr. Goldstein s entitlement to all or a portion of the award is subject to
- (a) the Company s achieving certain levels of shareholder returns compared to those of a specified group of other companies, over the three-, four- and five-year periods commencing

August 1, 2002, and (b) Mr. Goldstein s remaining employed by the Company during such periods. He may earn up to 25% of the award (50,000 shares) at the end of three years, an

additional 25% of the award (50,000 shares) at the end of four years, and the remaining 50% of the award (100,000 shares) at the end of five years. If any portion of the award is not earned

during the first two performance periods, it may be earned if the performance objective is met for the full five-year period. Although stock is restricted, Mr. Goldstein has voting rights over and rights to dividends on all shares.

- (2) Gift of shares to spouse.
- (3) The reporting person disclaims beneficial ownership of the securities held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) Stock units (Units) under the Company s deferred compensation plan resulting from (a) deferral of incentive award, (b) premium (in

shares)to participants deferring awards into Units (2,719 Units are subject to vesting based on employment through December 31, 2003), and (c) dividends (in shares) on Units. Units were acquired at various dates at market prices ranging

from \$32.49 to \$34.97 per Unit. Fractional shares will be paid in cash and are not reflected.

DENNIS M. MEANY **Signature of Reporting Person	
Dennis M. Meany Attorney-in-fact	August 29, 2002 Date

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

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

^{*}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).