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| GEORGESCU PETER A |
|-------------------|
| Form 4 |
| January 17, 2003 |

Form 4

Check box if no longer

Form 4 or Form 5

subject to Section 16.

See instructions 1(b).

obligations may continue.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

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| STATEMENT OF | CHANGES IN | BENEFICIAL | OWNERSHIP |
|--------------|------------|------------|-----------|
| STATEMENT OF | CHANGES IN | DENEFICIAL | OWNERSHIF |

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

| 1. Name and Address of Reporting Person* | | | | 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Polisium Issuer 1 | | | | | | | rting Person(s) to |
|---|-------------------|-------------------------------|----------------|--|--------|---|---|---|--|--|---|
| Georgescu Peter A. (Last) (First) (Middle) c/o International Flavors & Fragrances Inc. 521 West 57th Street | | | | ternational R.S. tification aber of orting Person entity intary) | | Mont | ances In atement h/Day/Y 1/17/03 | for | | | |
| (Stree New York, N | et) YY 10019 | | | | | 5. If Amenda Original (Mo | , | | 7. Individual (Check Appl [X] Form file [_] Form file Reporting Pe | icable Line ed by One I ed by More |) Reporting Person |
| (City) (State) (Zip) | | | | ble I - No | n-De | erivative S | ecuriti | ies Acqu Owned | | ed of, or | Beneficially |
| Date (mm/dd/yy) Date. | | Deemed Executi Date, if | ion Code | | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | Beneficially ship Owned Form | Owner- ship Form: | 7. Nature of Indirect Beneficial Ownership |
| | any (mm/do | | Vyy) Code V | | Amount | (A) or (D) | Price | Following Reported Transaction (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | (Instr. 4) | |
| Common Stock | | | | | | | | | 7,500 | D | |
| Reminder: Report on a separa | ate line for each | class of s | ecuriti | es beneficia | lly ov | wned directly | or indire | ectly. | | | |

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(Over) SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned FORM 4 (continued) (e.g., puts, calls, warrants, options, convertible securities)

| Security (Instr.3)or ExerciseDate (Month/Date (Month/Day/Code (Instr. 8)of Derivative(Month/Day/Year)Underlying SecuritiesSecurity (Instr. 5)Deriv- ative | | | | | | of | (| 20 | | | 10. Owr ship Forr |
|--|--|--|--|--|--|----|---|----|--|--|----------------------------|
|--|--|--|--|--|--|----|---|----|--|--|----------------------------|

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| | Price of Derivative Security | Day/ Year) | Year) | | | Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) | | | | (Instr. 3 and 4) | | Secur- ities Bene- ficially Owned Follow- ing | Deri ative Secu Dire (D) e India (I) |
|------------------------------|------------------------------------|---------------|-------|------|---|---|-----|---------------------|--------------------|------------------|--|---|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Reported Trans- action(s) (Instr. 4) | (Inst |
| Stock Equivalent Units | 1-for-1 | | | | | | | | | | | 995(1) | 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. The total in Column Nine reflects dividends on such Units, acquired during the 2002 fiscal year, at market prices ranging from \$32.49 to \$35.10 per Unit.

| ** | 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 M. MEANY | January 17, <u>20</u> 03 |
|-------|---|-------------------------------------|-----------------------------|
| | | **Signature of Reporting Person | Date |
| | | Dennis M. Meany Attorney-in-fact | Date |
| 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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