INTERNATIONAL FLAVORS & FRAGRANCES INC
Form 5
February 10, 2005

FORM 5

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HUETHER JAMES P

(Last) (First) (Middle)

INTERNATIONAL FLAVORS & FRAGRANCES INC.,Â 521 WEST 57TH STREET

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
__X__ Officer (give title below)
_____ 10% Owner
_____ Other (specify below)
Corporate Controller

6. Individual or Joint/Group Reporting
(check applicable line)
_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	3,000 (1)	D	Â

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. Pr Deri Secu (Inst
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Equivalent Unit	Â	12/31/2004	Â	A	3	Â	Â (3)	Â (3)	Common Stock	3	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUETHER JAMES P INTERNATIONAL FLAVORS & FRAGRANCES INC. 521 WEST 57TH STREET NEW YORK,Â NYÂ 10019	Â	Â	Â Corporate Controller	Â

Signatures

Dennis M. Meany, Attorney-in-fact	02/10/2005
**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) Includes 8 shares arising from dividends (in shares) under the IFF Global Employee Stock Purchase Plan during 2004.

(2) The stock units convert to Common Stock on a one-for-one basis.

(3) Not applicable.

(4) Includes units acquired upon reinvestment of dividends accrued on units in the IFF Stock Fund under the Company's deferred compensation plan during 2004. The acquisition of units with reinvested dividends is exempt from line item reporting under SEC Rule 16a-11. The unit accounting process used by the plan administrator of the IFF Stock Fund under the deferred compensation plan includes Common Stock as well as cash, with the fund divided into a number of units which does not directly correspond to the same number of shares of Common Stock. This leads to Common Stock maintained in the fund, as well as dividend reinvestment share units, to at times be in minor variance from the numbers reported in a different period.

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