

INTERNATIONAL FLAVORS & FRAGRANCES INC
 Form 4
 August 30, 2002
FORM 4

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

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

___ 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

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)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer	
Howard D Wayne		International Flavors & Fragrances Inc.		(Check all applicable)	
(Last) (First) (Middle)		(IFF)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
c/o International Flavors & Fragrances Inc. 521 West 57 th Street		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street)		4. Statement for Month/Year		Executive Vice President, Global Operations	
New York, New York 10019		August 2002		7. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)		5. If Amendment, Date of Original (Month/Year)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	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 Month (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			

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)	4. Transaction (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Name of Indirect Beneficial Owner (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Equivalent Units	1-for-1	(1)	A	V	750			(1)	(1)	Common Stock	750	n/a	750	D	

Explanation of Responses:

(1) 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 (149 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.
 *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).

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