

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>WETMORE DOUGLAS J</u>  (Last) (First) (Middle) <u>INTERNATIONAL FLAVORS &amp; FRAGRANCES INC.</u> <u>521 WEST 57TH ST</u>  (Street) <u>NEW YORK</u> <u>NY</u> <u>10019</u>  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>INTERNATIONAL FLAVORS &amp; FRAGRANCES INC [ IFF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>SVP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/28/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 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	05/28/2004		M		29,875	A	\$17.9375	43,832	D	
Common Stock	05/28/2004		M		35,000	A	\$27.1	78,832	D	
Common Stock	05/28/2004		M		5,125	A	\$29.86	83,957	D	
Common Stock	05/28/2004		S		100	D	\$35.94	83,857	D	
Common Stock	05/28/2004		S		100	D	\$35.95	83,757	D	
Common Stock	05/28/2004		S		700	D	\$35.96	83,057	D	
Common Stock	05/28/2004		S		2,500	D	\$35.97	80,557	D	
Common Stock	05/28/2004		S		1,400	D	\$35.98	79,157	D	
Common Stock	05/28/2004		S		2,100	D	\$35.99	77,057	D	
Common Stock	05/28/2004		S		15,900	D	\$36	61,157	D	
Common Stock	05/28/2004		S		4,400	D	\$36.01	56,757	D	
Common Stock	05/28/2004		S		5,700	D	\$36.02	51,057	D	
Common Stock	05/28/2004		S		4,600	D	\$36.03	46,457	D	
Common Stock	05/28/2004		S		5,500	D	\$36.04	40,957	D	
Common Stock	05/28/2004		S		8,600	D	\$36.05	32,357	D	
Common Stock	05/28/2004		S		500	D	\$36.06	31,857	D	
Common Stock	05/28/2004		S		400	D	\$36.07	31,457	D	
Common Stock	05/28/2004		S		300	D	\$36.1	31,157	D	
Common Stock	05/28/2004		S		100	D	\$36.15	31,057	D	
Common Stock	05/28/2004		S		100	D	\$36.21	30,957	D	
Common Stock	05/28/2004		S		500	D	\$36.23	30,457	D	
Common Stock	05/28/2004		S		1,000	D	\$36.24	29,457	D	
Common Stock	05/28/2004		S		100	D	\$36.26	29,357	D	
Common Stock	05/28/2004		S		200	D	\$36.28	29,157	D	
Common Stock	05/28/2004		S		200	D	\$36.29	28,957	D	
Common Stock	05/28/2004		S		900	D	\$36.3	28,057	D	
Common Stock	05/28/2004		S		100	D	\$36.4	27,957	D	
Common Stock	05/28/2004		S		500	D	\$36.41	27,457	D	
Common Stock	05/28/2004		S		300	D	\$36.43	27,157	D	

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	05/28/2004		S		300	D	\$36.6	26,257 <sup>(5)</sup>	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options (Right to Buy)	\$17.9375	05/28/2004	05/28/2004	M			29,875	(1)	(2)	Common Stock	29,875	\$0.00	0	D	
Options (Right to Buy)	\$27.1	05/28/2004	05/28/2004	M			35,000	(3)	05/16/2011	Common Stock	35,000	\$0.00	0	D	
Options (Right to Buy)	\$29.86	05/28/2004	05/28/2004	M			5,125	(4)	03/11/2013	Common Stock	5,125	\$0.00	64,875	D	

Explanation of Responses:

1. The options vest in 4 equal installments based on the Company's Common Stock achieving certain pre-established price targets.
2. The earlier of 11/14/07 or six months and one day after the Company's Common Stock achieves a pre-established price target.
3. The options vest in 3 equal installments beginning on May 16, 2002.
4. The options vest in 3 equal installments beginning on March 11, 2004.
5. Per EDGAR filing requirements this total has been adjusted to match the total shown on Part II of II of same Form 4 reporting transactions dated May 28, 2004.

Remarks:

Part I of II of same Form 4 for Douglas J. Wetmore (CIK# 0001183718) to report transactions dated May 28, 2004.

Jodie Simon, Attorney-in-fact

06/01/2004

\*\* Signature of Reporting Person

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, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.