SEC Form 5

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FORM 5

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL

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Form 4 Transact	ions Reported.		or Section 30(h) of the Investment Company Act of 1940				
1. Name and Address of Reporting Person [*] WELLER CHARLES D			2. Issuer Name and Ticker or Trading Symbol INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]		tionship of Reporting Person all applicable) Director Officer (give title below)	n(s) to Issuer 10% Owner Other (specify below)	
(Last) (First) (Middle) 521 WEST 57TH STREET		(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006		VP and Treasurer		
(Street) NEW YORK NY 10019		10019	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)			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	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership
				Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/31/2006		A	2	Α	\$ <mark>0</mark>	7,946 ⁽¹⁾	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 Acquired (A) or (D) (nstr. 3, 4 and 5) 6. Date Exercisat Expiration Date (Month/Day/Year) 6. Date Exercisat (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)		ate	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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Equivalent Unit	\$0 ⁽²⁾	12/31/2006		A	176		(3)	(3)	Common Stock	176	\$0	10,949 ⁽⁴⁾	D	

Explanation of Responses:

1. Includes 2 shares arising from dividends (in shares) under the IFF Global Employee Stock Purchase Plan during 2006.

2. The Stock Units ("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 2006. 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.

Remarks:

By: Jodie Simon Fried	man.
Dy. Joure Dimon Fried	mun,

<u>attorney in fact</u>

n Date

02/02/2007

** Signature of Reporting Person

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.