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## FORM 4

## 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).
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APP	ROVAL
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hours per response:	0.5

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1. Name and Address of Reporting Person* <u>MEANY DENNIS M</u>							2. Issuer Name and Ticker or Trading Symbol <u>INTERNATIONAL FLAVORS &amp;</u> <u>FRAGRANCES INC</u> [ IFF ]								of Reportin icable) or r (give title	ing Person(s) to Issuer 10% Owner Other (specify			
(Last) 521 WES	ST 57TH	(First) [ <mark>STR</mark> ]	· · · · ·		3. Date of Earliest Transaction (Month/Day/Year) 04/15/2008								)	ounse	below)	speeny			
(Street) NEW YORK NY 10019							4. If Amendment, Date of Original Filed (Month/Day/Year) 04/16/2008								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)		(State	-	Zip)							Perso								
			Tabl	le I - Nor	n-Deriv	ative Se	ecurities Acq	luired,	Disp	osed o	of, o	r Bene	eficial	ly Owned	b				
1. Title of Security (Instr. 3) Date (Month/Da						2A. Deemed Execution Date, if any (Month/Day/Year)	Code	Transaction Code (Instr.		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			Securiti Benefic	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
										Amount		(A) or (D)	Price	Transac	Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
			Т				curities Acqu Is, warrants,							Owned					
1. Title of 2. 3. Transaction 3A. Deemed							5. Number 6	. Date Exercisable and 7. Title and						8. Price of	9. Numbe	r of	10.	11. Nature	

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. Transa Code ( 8)		5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5)	ative ities ired osed 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title an Amount o Securities Underlyin Derivative (Instr. 3 an	f g security	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				
Stock Equivalent Unit	\$0 <sup>(1)</sup>	04/15/2008	04/16/2008	Α		49 <sup>(2)</sup>		(3)	(3)	Common Stock	49	\$44.5	18,621	D	

Explanation of Responses:

1. The Stock Units ("Units") convert to Common Stock on a one-for-one basis.

2. Based on new information received from the plan administrator, this report has been amended to adjust the number of Stock Units ("Units") acquired upon the April 15, 2008 deferral reported on the Form 4 filed on April 16, 2008. The original Form 4 underreported the number of Units acquired upon deferral by 2 units.

3. Units under the Company's deferred compensation plan resulting from (a) deferral of compensation and Company match (in shares), (b) premium (in shares) to participants deferring compensation into Units and (c) dividends (in shares) on Units. 10 of the acquired Units are subject to vesting based on employment through December 31, 2009 (this number was underreported by 1 in the original Form 4). **Remarks:** 

Dennis M. Meany

06/05/2008

\*\* 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.