SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Vaisman Hernan	INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]	Director ___ 10% Owner ___ X Officer (give title below) ___ Other (specify below) ___ VP and Regional Manager

(Last) (First) (Middle)

521 WEST 57TH STREET

(Street)

NEW YORK 10019

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

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

6. Individual or Joint/Group Filing (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 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	08/10/2005		M		4,667	A	$29.86	4,667	D	
Common Stock	08/10/2005		M		2,333	A	$32.82	7,000	D	
Common Stock	08/10/2005		M		1,667	A	$28.77	8,667	D	
Common Stock	08/10/2005		M		1,667	A	$21.03	10,334	D	
Common Stock	08/10/2005		M		1,333	A	$31.33	11,667	D	
Common Stock	08/10/2005		S		11,113	D	$38	554	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				
Stock Options (right to buy)	$31.33	08/10/2005		M			1,333	02/24/2004[1]	02/24/2013	Common Stock	1,333	$0	1,333	D	
Stock Options (right to buy)	$28.77	08/10/2005		M			1,667	01/28/2003[2]	01/28/2012	Common Stock	1,667	$0	0	D	
Stock Options (right to buy)	$21.03	08/10/2005		M			1,667	03/13/2002[3]	03/13/2011	Common Stock	1,667	$0	0	D	
Stock Options (right to buy)	$32.82	08/10/2005		M			2,333	05/07/2003[4]	05/07/2012	Common Stock	2,333	$0	0	D	
Stock Options (right to buy)	$29.86	08/10/2005		M			4,667	03/11/2004[5]	03/11/2013	Common Stock	4,667	$0	2,333	D	

Explanation of Responses:

1. Options vest in 3 equal annual installments beginning February 24, 2004.
2. Options vest in 3 equal annual installments beginning January 28, 2003.
3. Options vest in 3 equal annual installments beginning March 13, 2002.
4. Options vest in 3 equal annual installments beginning May 7, 2003.
5. Options vest in 3 equal annual installments beginning March 11, 2004.

Remarks:

Dennis Meany 08/11/2005

** Signature of Reporting Person   Date