SEC Form 4

**FORM 4**

**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) |
| --- | --- | --- |
| EDELMAN ROB J M | INTERNATIONAL FLAVORS & FRAGRANCES INC [ IFF ] | Director ___ 10% Owner ___ <br> X Officer (give title below) ___ Other (specify below) ___ <br> VP and Regional Manager |
| (Last) (First) (Middle) <br> 521 WEST 57TH STREET | 3. Date of Earliest Transaction (Month/Day/Year) <br> 11/07/2006 | |
| (Street) <br> NEW YORK NY 10019 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <br> X Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

**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 | 11/07/2006 | | M | | 15,000 | A | $29.86 | 15,992 | D | |
| Common Stock | 11/07/2006 | | M | | 15,000 | A | $32.82 | 30,992 | D | |
| Common Stock | 11/07/2006 | | M | | 12,000 | A | $28.77 | 42,992 | D | |
| Common Stock | 11/07/2006 | | S | | 39,582 | D | $42.5 | 3,410 | 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) | $28.77 | 11/07/2006 | | M | | | 12,000 | (1) | 01/28/2007 | Common Stock | 12,000 | $0 | 0 | D | |
| Stock Options (right to buy) | $29.86 | 11/07/2006 | | M | | | 15,000 | (2) | 03/11/2008 | Common Stock | 15,000 | $0 | 0 | D | |
| Stock Options (right to buy) | $32.82 | 11/07/2006 | | M | | | 15,000 | (3) | 05/07/2007 | Common Stock | 15,000 | $0 | 0 | D | |

**Explanation of Responses:**

1. The options, which are subject to the Company's repurchase rights, were fully vested and exercisable on the date of the grant, 1/28/02.

2. The options, which are subject to the Company's repurchase rights, were fully vested and exercisable on the date of the grant, 3/11/03.

3. The options, which are subject to the Company's repurchase rights, were fully vested and exercisable on the date of the grant, 5/7/02.

**Remarks:**

By: Dennis Meany, attorney in fact          11/08/2006

\*\* Signature of Reporting Person          Date