

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	
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1. Name and Address of Reporting Person * <u>HUMPHREYS NEIL</u> (Last) (First) (Middle) <u>INTERNATIONAL FLAVORS & FRAGRANCES INC</u> <u>521 W. 57TH ST</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INTERNATIONAL FLAVORS & 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>Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/10/2004		M		28,125	A	\$17.9375	30,957	D	
Common Stock	02/10/2004		S		28,125	D	\$37.3031	2,832	D	
Common Stock	02/10/2004		M		16,667	A	\$27.1	19,499	D	
Common Stock	02/10/2004		S		1,875	D	\$37.3031	17,624	D	
Common Stock	02/10/2004		S		14,792	D	\$37.5	2,832	D	
Common Stock	02/10/2004		M		9,208	A	\$28.77	12,040	D	
Common Stock	02/10/2004		S		9,208	D	\$37.5	2,832	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
Option Right to Buy	\$17.9375	02/10/2004		M			28,125	(1)	(2)	Common Stock	28,125	\$0.00	9,375	D	
Option Right to Buy	\$27.1	02/10/2004		M			16,667	(3)	05/16/2011	Common Stock	16,667	\$0.00	8,333	D	
Option Right to Buy	\$28.77	02/10/2004		M			9,208	(4)	01/28/2012	Common Stock	9,208	\$0.00	5,792	D	

Explanation of Responses:

- The options vest in 4 equal installments based on the Issuer's Common Stock achieving certain pre-established price targets.
- The earlier of 11/14/07 or six months and one day after the Issuer's Common Stock achieves certain pre-established price targets.
- The options vest in 3 equal annual installments beginning May 16, 2002.
- The options vest in 3 equal annual installments beginning January 28, 2003.

Dennis M. Meany, Attorney-in-Fact 02/11/2004

** 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.