

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>O'Leary Richard</u>  (Last) (First) (Middle) <u>521 WEST 57TH STREET</u>  (Street) <u>NEW YORK NY 10019</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INTERNATIONAL FLAVORS &amp; 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>Interim CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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	02/16/2009		A		942 <sup>(1)</sup>	A	\$0	5,492	D	
Common Stock	02/16/2009		F		95 <sup>(2)</sup>	D	\$29.72	5,397	D	
Common Stock	02/16/2009		D		706 <sup>(3)</sup>	D	\$0	4,691	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
Stock Equivalent Unit	\$0 <sup>(4)</sup>	02/16/2009		A		706		(3)	(3)	Common Stock	706	\$0	706	D	

**Explanation of Responses:**

- These shares represent the 50% portion of the reporting person's payout under the 2006-2008 Long Term Incentive Plan ("LTIP") cycle settled in shares of the Issuer's common stock. The number of shares was determined using the closing market price on December 31, 2008, the last trading day of the cycle.
- Shares withheld to satisfy tax withholding obligations in connection with the receipt of shares under the LTIP, determined using the closing market price on December 31, 2008.
- The reporting person deferred the receipt of 706 shares awarded to him under the 2006-2008 LTIP payout and received 706 stock equivalent units ("Units") pursuant to the terms of the Issuer's deferred compensation plan. As a result, the reporting person is reporting the disposition of 706 shares of common stock and the resulting acquisition of 706 Units. The Units are payable in Common Stock at the end of the reporting person's deferral.
- The Stock Units ("Units") convert to Common Stock on a one-for-one basis.

**Remarks:**

By: Dennis Meany, attorney in fact 02/18/2009

\*\* 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.