

**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>DUNSDON JAMES H</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>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2006</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	11/09/2006		M		25,000	A	\$32.82	55,000	D	
Common Stock	11/09/2006		M		25,000	A	\$29.86	80,000	D	
Common Stock	11/09/2006		M		12,000	A	\$28.77	92,000	D	
Common Stock	11/09/2006		M		12,000	A	\$27.1	104,000	D	
Common Stock	11/09/2006		M		8,750	A	\$17.93	112,750	D	
Common Stock	11/09/2006		S		600	D	\$46.05	112,150	D	
Common Stock	11/09/2006		S		2,900	D	\$46.12	109,250	D	
Common Stock	11/09/2006		S		4,300	D	\$45.95	104,950	D	
Common Stock	11/09/2006		S		63,200	D	\$46	41,750	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						Amount or Number of Shares
Stock Options (right to buy)	\$17.9375	11/09/2006		M			8,750	(1)	11/14/2007 <sup>(2)</sup>	Common Stock	8,750	\$0	0	D	
Stock Options (right to buy)	\$28.77	11/09/2006		M			12,000	(3)	01/28/2012	Common Stock	12,000	\$0	0	D	
Stock Options (right to buy)	\$27.1	11/09/2006		M			12,000	(4)	05/16/2011	Common Stock	12,000	\$0	0	D	
Stock Options (right to buy)	\$29.86	11/09/2006		M			25,000	(5)	03/11/2013	Common Stock	25,000	\$0	10,000	D	
Stock Options (right to buy)	\$32.82	11/09/2006		M			25,000	(6)	05/07/2012	Common Stock	25,000	\$0	0	D	

**Explanation of Responses:**

- The options vest in 4 equal installments each based on the Company's Common Stock achieving certain pre-established price targets.
- The earlier of 11/14/07 or 6 months and one day after the Company's Common Stock achieves a pre-established price target.
- The options vested in 3 equal annual installments beginning on 1/28/03.
- The options vested in 3 equal annual installments beginning 5/16/02.
- The options vested in 3 equal annual installments beginning 3/11/04.

6. The options vested in 3 equal annual installments beginning 5/7/03.

**Remarks:**

By: Dennis Meany, attorney in fact      11/13/2006

\*\* 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.**