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)
MORRISON DALE F	INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2019	Officer (give title below) Other (specify below)
521 WEST 57TH STREET		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK NY 10019		X Form filed by One Reporting Person
(City) (State) (Zip)		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								4,010	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				
Restricted Stock Units	(1)	05/01/2019		A		997[(2)]		05/01/2020	05/01/2020	Common Stock	997	$0.0000	997	D	
Restricted Stock Units	(1)	05/02/2019		D			874	05/02/2019	05/02/2019	Common Stock	874	(3)	0.0000	D	
Stock Equivalent Unit	(4)	05/02/2019		A		874		(5)	(5)	Common Stock	874	(3)	17,786.588[(6)]	D	

Explanation of Responses:

1. The Restricted Stock Units ("RSUs") convert to Common Stock on a one-for-one basis.

2. Represent RSUs granted under the Non-Employee Director Compensation Program.

3. Upon the vesting of RSUs on May 2, 2019, the reporting person deferred the receipt of 874 shares of Common Stock and received instead 874 Stock Equivalent Units pursuant to IFF's deferred compensation plan.

4. The Stock Equivalent Units ("Units") convert to Common Stock on a one-for-one basis.

5. The Stock Equivalent Units become payable upon the reporting person ceasing to serve as a member of the Company's Board of Directors.

6. Includes Units acquired during the period upon reinvestment of dividends under the Company's deferred compensation plan during 2019. The transactions were exempt pursuant to Rule 16a-11.

/s/ Nanci Prado, attorney in fact   05/03/2019
** Signature of Reporting Person   Date