

INTERNATIONAL FLAVORS & FRAGRANCES INC
 Form 4
 February 18, 2003

Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

OMB APPROVAL
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Check box if no longer
 subject to Section 16.
 Form 4 or Form 5
 obligations may continue.
 See instructions 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the
 Public Utility Holding Company Act of 1935 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		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Mirzayantz Nicolas			International Flavors & Fragrances Inc. (IFF)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify title below) Vice President	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)
c/o International Flavors & Fragrances Inc. 521 West 57 th Street				02/14/03		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)			
New York,	NY	10019				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	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 (Instr. 3 and 4)	6. Owner- ship 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	2/14/03		M		7,768	A	\$17.9375			
Common Stock	2/14/03		S		7,768	D	\$32.00			
Common Stock	2/18/03		M		1,700	A	\$17.9375			
Common Stock	2/18/03		S		1,700	D	\$32.00			
Common Stock								1,748(1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
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 SEC 1474 (9-02)

**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or	3. Transaction Date	3A. Deemed Execution Date	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Deriv-
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(Instr.3)	Exercise Price of Derivative Security	(Month/Day/Year)	(Month/Day/Year)	(Instr. 8)		Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5)				(Instr. 3 and 4)		(Instr. 5)	ative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Option (Right to Buy)(2)	\$17.9375	2/14/03		M		One	(3)	(4)	Common Stock	7,768	\$0.00		
Option (Right to Buy)(2)	\$17.9375	2/18/03		M		One	(3)	(4)	Common Stock	1,700	\$0.00	Twelve (5)	

Explanation of Responses:

- (1) Includes 513 shares acquired under the IFF Global Employee Stock Purchase Plan as of December 31, 2002.
- (2) Stock options granted under Issuer's stock option plans.
- (3) The options vest in four equal installments each based on Issuer's Common Stock achieving certain pre-established price targets.
- (4) The earlier of 11/14/07 or six months and one day after Issuer's Common Stock achieves a pre-established price target.
- (5) Covering an aggregate of 156,532 shares of Issuer's Common Stock.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ DENNIS M. MEANY

February 18, 2003

**Signature of Reporting Person

Date

Dennis M. Meany
Attorney-in-fact

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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