

INTERNATIONAL FLAVORS & FRAGRANCES INC
 Form 4
 January 17, 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* Heaslip Steven J. | | | 2. Issuer Name and Ticker or Trading Symbol International Flavors & Fragrances Inc. (IFF) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify title below) Senior Vice President | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year 01/17/03 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| c/o International Flavors & Fragrances Inc. 521 West 57 th Street | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | |
| (Street) | | | | | | | |
| 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. Transaction 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. 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 | | | | | | | 1,846(1) | D | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(Over)
 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 (Instr. 3) | 2. Conversion or Exercise | 3. Transaction Date (Month/ | 3A. Deemed Execution Date (Month/Day/ | 4. Transaction Code (Instr. 8) | 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 (Instr. 5) | 9. Number of Derivative | 10. Ownership Form |
|--|---------------------------|-----------------------------|---------------------------------------|--------------------------------|-------------------------|--|--|--|-------------------------|--------------------|
|--|---------------------------|-----------------------------|---------------------------------------|--------------------------------|-------------------------|--|--|--|-------------------------|--------------------|

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| Price of Derivative Security | Day/Year | Year) | Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) | | | | (Instr. 3 and 4) | | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Derivative Securities Direct (D) or Indirect (I) (Instr. 4) |
|------------------------------|----------|-------|---|---|-----|-----|------------------|-----------------|--|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

Explanation of Responses:

(1) Represents shares acquired under the IFF Global Employee Stock Purchase Plan as of December 31, 2002.

** 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

January 17, 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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