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VAN DYKE WILLIAM D III

Form 5

February 14, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 5
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person(s)
Van Dyke III, William D.
411 East Wisconsin Ave., 22nd Floor
Milwaukee, WI 53202
2. Issuer Name and Ticker or Trading Symbol
International Flavors & Fragrances, Inc. (IFF)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
12/02
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 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 | 2. Trans-Action Date (Month/Day/Year) | 3. Trans-Action Code | 4. Securities Acquired (A) or Disposed of (D) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year | 6. shi Dir or (I) |
|----------------------|---------------------------------------|----------------------|---|--------|-------|---|-------------------|
| | | | Amount | A or D | Price | | |
| Common Stock | 10/01/02 | A | 1000 | A | * | 6,957 | D |
| Common Stock | | | | | | 7,241,769** | I |
| Common Stock | | | | | | 129,426** | I |
| Common Stock | | | | | | 31,767** | I |

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* These shares were granted by the Issuer as compensation for services rendered by the Reporting

** Mr. William D. Van Dyke III hereby disclaims beneficial ownership of these shares

Table II (Part 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 t

| 1. Title of Derivative Security | 2. Conversion or Exercise Price of Derivative | 3. Trans-action Date | 4. Trans-action Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) |
|---------------------------------|---|----------------------|----------------------|--|
| | | | | (A) (D) |
| Option (right to buy) | \$38.17 | 5/13/93 | A | 3,000 |
| Option (right to buy) | \$36.00 | 5/12/94 | A | 3,000 |
| Option (right to buy) | \$49.875 | 5/11/95 | A | 3,000 |
| Option (right to buy) | \$48.125 | 5/09/96 | A | 3,000 |
| Option (right to buy) | \$43.25 | 5/08/97 | A | 3,000 |
| Option (right to buy) | \$46.69 | 5/14/98 | A | 3,000 |
| Option (right to buy) | \$39.19 | 5/20/99 | A | 3,000 |
| Option (right to buy) | \$32.19 | 5/18/00 | A | 3,000 |
| Option (right to buy) | \$27.10 | 5/16/01 | A | 3,000 |
| Option (right to buy) | \$32.82 | 5/07/02 | A | 3,000 |

Table II (Part II) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,

| 1. Title of Derivative Security | 3. Trans-action Date | 7. Title and Amount of Underlying Securities | 8. Price of De-riivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Year | 10. Owneship Deri-secu-Dire or I (I) |
|---------------------------------|----------------------|--|-----------------------------------|--|--------------------------------------|
| | | Title Amount | | | |
| Option (right to buy) | 5/13/93 | Common Stock 3,000 | 0 | 3,000 | D |
| Option (right to buy) | 5/12/94 | Common Stock 3,000 | 0 | 6,000 | D |
| Option (right to buy) | 5/11/95 | Common Stock 3,000 | 0 | 9,000 | D |
| Option (right to buy) | 5/09/96 | Common Stock 3,000 | 0 | 12,000 | D |
| Option (right to buy) | 5/08/97 | Common Stock 3,000 | 0 | 15,000 | D |
| Option (right to buy) | 5/14/98 | Common Stock 3,000 | 0 | 18,000 | D |
| Option (right to buy) | 5/20/99 | Common Stock 3,000 | 0 | 21,000 | D |
| Option (right to buy) | 5/18/00 | Common Stock 3,000 | 0 | 24,000 | D |
| Option (right to buy) | 5/16/01 | Common Stock 3,000 | 0 | 27,000 | D |
| Option (right to buy) | 5/07/02 | Common Stock 3,000 | 0 | 30,000 | D |

Explanation of Responses:

- (1) Exercisable in 3 installments of 1,000 shares each; 5/13/95; 5/13/96; 5/13/97
- (2) Exercisable in 3 installments of 1,000 shares each; 5/14/96; 5/14/97; 5/14/98
- (3) Exercisable in 3 installments of 1,000 shares each; 5/11/97; 5/11/98; 5/11/99
- (4) Exercisable in 3 installments of 1,000 shares each; 5/09/98; 5/09/99; 5/09/00
- (5) Exercisable in 3 installments of 1,000 shares each; 5/08/99; 5/08/00; 5/08/01
- (6) Exercisable in 3 installments of 1,000 shares each; 5/14/00; 5/14/01; 5/14/02
- (7) Exercisable in 3 installments of 1,000 shares each; 5/20/01; 5/20/02; 5/20/03
- (8) Exercisable in 3 installments of 1,000 shares each; 5/18/02; 5/18/03; 5/18/04
- (9) Exercisable in 3 installments of 1,000 shares each; 5/16/03; 5/16/04; 5/16/05
- (10) Exercisable in 3 installments of 1,000 shares each; 5/07/04; 5/14/05; 5/14/06

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SIGNATURE OF REPORTING PERSON

/S/

VAN DYKE III, WILLIAM D.

DATE 02/14/03

** 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 provided is insufficient, see Instruction 6 for procedure.