

INTERNATIONAL FLAVORS & FRAGRANCES INC
 Form 4
 March 13, 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 3/11/03		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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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 Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative
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	Price of Derivative Security	Day/Year)	Year)	Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
				Code	V	(A)	(D)					
Options (Right to Buy)(2)	\$29.86	3/11/03		A		One		(3)	3/11/13	Common Stock	40,000	Three(4)

Explanation of Responses:

- (1) **Represents shares acquired under the IFF Global Employee Stock Purchase Plan as of December 31, 2002.**
- (2) **Stock options granted under Issuer's 2000 Stock Award and Incentive Plan.**
- (3) **The options vest in three equal annual installments beginning March 11, 2004.**
- (4) **Covering an aggregate of 105,500 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**

March 11, 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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