

INTERNATIONAL FLAVORS & FRAGRANCES INC  
 Form 4  
 November 18, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 HUETHER JAMES P

2. Issuer Name and Ticker or Trading Symbol  
 INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 INTERNATIONAL FLAVORS & FRAGRANCES INC., 521 W. 57TH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
 11/17/2004

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Corporate Controller

(Street)  
 NEW YORK, NY 10019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	11/17/2004		M		3,500	A	\$ 32.1875 4,736	D
Common Stock	11/17/2004		M		4,475	A	\$ 17.9375 9,211	D
Common Stock	11/17/2004		M		12,000	A	\$ 27.1 21,211	D
Common Stock	11/17/2004		S		18,375	D	\$ 40.9965 2,836	D

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options (Right to Buy)	\$ 32.1875	11/17/2004		M	3,500	<u>(1)</u> 05/18/2010	Common Stock	3,500
Options (Right to Buy)	\$ 17.9375	11/17/2004		M	4,475	<u>(2)</u> <u>(3)</u>	Common Stock	4,475
Options (Right to Buy)	\$ 27.1	11/17/2004		M	12,000	<u>(4)</u> 05/16/2011	Common Stock	12,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

HUETHER JAMES P  
INTERNATIONAL FLAVORS & FRAGRANCES INC.  
521 W. 57TH STREET  
NEW YORK, NY 10019

Corporate Controller

## Signatures

Jodie Simon Friedman,  
Attorney-in-fact

11/17/2004

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

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- (1) The options vest in 3 equal annual installments beginning May 18, 2001.
- (2) The options vest in 4 equal installments each based on the Company's Common Stock achieving certain pre-established price targets.
- (3) The earlier of 11/14/07 or six months and one day after the Company's Common Stock achieves a pre-established price target.
- (4) The options vest in 3 equal annual installments beginning May 16, 2002.

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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