

INTERNATIONAL FLAVORS & FRAGRANCES INC

Form 4/A

September 03, 2002

FORM 4

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

OMB APPROVAL
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___ 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

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Wetmore Douglas J		2. Issuer Name and Tickler or Trading Symbol International Flavors & Fragrances Inc. (IFF)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) Senior Vice President and Chief Financial Officer			
(Last) (First) (Middle) c/o International Flavors & Fragrances Inc. 521 West 57th Street		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year		7. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person			
(Street) New York, New York 10019		5. If Amendment, Date of Original (Month/Year) September 3, 2002							
(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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (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			

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)	4. Transaction (Instr. 8)				5. 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 Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Name of Indirect Beneficial Owner (Instr. 4)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Equivalent Units	1-for-1		A		62		(1)	(1)	Common Stock	62	\$32.17	1,317	D	

Explanation of Responses:

(1) Stock units (Units) under the Company s deferred compensation plan resulting from (a) deferral of salary and Company match (in shares) and (b) premium (in shares) to participants deferring awards into Units. 12 of these Units are subject to vesting based on employment through December 31, 2003.

DENNIS M. MEANY

**Signature of Reporting Person

September 3, 2002

Date

Dennis M. Meany
Attorney-in-fact

Reminder:

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

*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).

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