SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average bur	den									
hours per response:	0.5									

1. Name and Addr	ess of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
BOTTOLI N	MARCELLO	<u>)</u>	INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]	X	Director Officer (give title	10% Owner Other (specify					
(Last) 521 WEST 571	(First) TH STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2013		below)	below)					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ividual or Joint/Group Filing (Check Applicabl						
NEW YORK	NY	10019		X	Form filed by One Reporting Person						
(City)	(State)	(Zip)			Form filed by More the Person	an One Reporting					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date.	3. Transa					5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
	(Month/Day/Year)	if any	Code (8)			,2) (o, . and	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(0.9.,	puis,	, can	5, wai	ranto	, options,	convertix	ne secu	nicsj				
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. Transa Code (8)		n Derivative		6. Date Exerc Expiration Da (Month/Day/\	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(1)	04/27/2013		D			1,987	04/27/2013	04/27/2013	Common Stock	1,987	\$0.0000	0.0000	D	
Stock Equivalent Unit	(2)	04/27/2013		A		1,987		(3)	(3)	Common Stock	1,987	\$0.0000	9,207	D	

Explanation of Responses:

1. The Restricted Stock Units convert to Common Stock on a one-for-one basis.

2. The Stock Units ("Units") convert to Common Stock on a one-for-one basis.

3. The reporting person is receiving 1,987 Units resulting from the deferral of 1,987 RSUs granted under the Non-Employee Director Compensation Program which vested on April 27, 2013. The Units are being deferred until retirement or other termination of directorship. The Units are payable in Common Stock at the end of the deferral.

By: Jodie Simon Friedman,

attorney in fact

04/29/2013

** Signature of Reporting Person

Date

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, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.