SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB Number: 3235-0104

Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

DENNIS M MEANY	2. Date of Event Requiring Stater Month/Day/Yea 01/01/2004	ment	3. Issuer Name and Ticker or Trading Symbol <u>INTERNATIONAL FLAVORS & FRAGRANCES INC</u> [IFF]					
(Last) (First) (Middle) INTERNATIONAL FLAVORS & FRAGRANCES INC.			4. Relationship of Reporting Perso (Check all applicable) Director	10% Owne	r (M	5. If Amendment, Date of Original Filed (Month/Day/Year)		
521 W. 57TH ST.			X Officer (give title below) SVP, General Counse	Other (spe below) el & Secr.	6. Ap	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
(Street) NEW YORK NY 10019						-	y More than One	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			. Amount of Securities eneficially Owned (Instr. 4)			Nature of Indirect Beneficial Ownership nstr. 5)		
Common Stock			440	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Securit		4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Options (right to buy)	(1)	03/11/2013	Common Stock	12,000	29.86	D		
Stock Options (right to buy)	(2)	05/07/2012	Common Stock	7,000	32.82	D		
Stock Units ⁽³⁾	(3)	(3)	Common Stock	328	(4)	D		

Explanation of Responses:

1. The options vest in three equal annual installments beginning March 11, 2004.

2. The options vest in three equal annual installments beginning May 7, 2003.

3. Stock units ("Units") under the Company's deferred compensation plan resulting from (a) deferral of compensation and Company match (in shares), (b) premium (in shares) to participants deferring compensation into Units and (c) dividends (in shares) on Units. 66 of the Units are subject to vesting based on employment through Dcember 31, 2004.

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

<u>Dennis M. Meany</u>

** Signature of Reporting Person

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 5 (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.

01/05/2004

Date

OMB APPROVAL

POWER OF ATTORNEY

I, Dennis M. Meany, Senior Vice President, General Counsel and Secretary of International Flavors & Fragrances Inc. ("Company"), hereby appoint Joseph F. Leightner and Jodie Simon as my attorney in fact to act severally in my name, place and stead in any way which I myself could do with respect to the completing, signing and filing of statements of beneficial ownership and changes therein as required from time to time pursuant to the Securities Exchange Act of 1934. This power shall continue for such period as I am employed as an officer of the Company.

In witness whereof, I have hereunto signed my name this 25th day of November, 2003.

DENNIS M. MEANY

Dennis M. Meany