FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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(Print or Type Responses)

 $Filed \ pursuant \ to \ Section \ 16(a) \ of \ the \ Securities \ Exchange \ Act \ of \ 1934, \ Section \ 17(a) \ of \ the \ Public \ Utility \ Holding \ Company \ Act \ of \ 1935 \ or \ Section \ 30(f) \ of \ the \ Investment \ Company \ Act \ of \ 1940$

| 1. Name and Address of Reporting Person* | 2. Issuer Name and Tickler or Trading Symbol | | | | | | | | 6. Relationship of Reporting Person(s) to Issuer | | | |
|--|--|----------------|--|-----------|------------|-------|--|------------------------|--|------------|--|--|
| Howard D Wayne | International Flavors & Fragrances Inc. ("IFF") | | | | | | | (Check all applicable) | | | | |
| (Last) (First) (Middle) c/o International Flavors & Fragrances Inc. 521 West 57 th Street | 3. I.R.S. Identificat Number of Repo Person, if an enti (voluntary) | 4. | 4. Statement for Month/Year August 2002 | | | | Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President, Global Operations | | | | | |
| (Street) New York, New York 10019 | | O | If Amendm riginal (Moi | nth/Year) | | | 7. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) | | | | | | | | f, or Beneficiall | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | ate (Instr. 8) | | | | | | | 7. Nature of Indirect Beneficial Ownership | | | |
| | | Code | V | Amount | (A) or (D) | Price | | | | (Instr. 4) | | |
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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | |
|---|---|-----|------|----------------------------|---|-----|--|--------------------|---------------------|--|--|---|-------------------------------|--|
| (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | |
| 1.Title of | | | | | | | | | | | | 9.Number of | 10.Ownership | |
| Derivative Security (Instr.3) | rity Exercise Price Securities Acquired | | | es Acquired Disposed of | and Expiration Date (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4) | | Security (Instr. 5) | Beneficially Owned at End of Month | Derivative Securities Beneficially Owned at | Indirect Beneficial Ownership (Instr. 4) | | |
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | End of Month (Instr. 4) | |
| Stock Equivalent Units | 1-for-1 | (1) | A | v | 750 | | (1) | (1) | Common Stock | 750 | n/a | 750 | D | |
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Explanation of Responses:

(1) Stock units ("Units") under the Company's deferred compensation plan resulting from (a) deferral of incentive award, (b) premium (in shares) to participants deferring awards into Units (149 Units are subject to vesting based on employment through December 31, 2003), and (c) dividends (in shares) on Units. Units were acquired at various dates at market prices ranging from \$32.49 to \$34.97 per Unit. Fractional shares will be paid in cash and are not reflected.

DENNIS M. MEANY

**Signature of Reporting Person

Dennis M. Meany Attorney-in-fact

| August 29, 2002 | |
|-----------------|--|
| 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, on of which must be manually signed. If space is insufficient, see Instruction 6 for procedure