SEC Form 5

FORM 5

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

Form 3 Holdings Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPROVAL

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Form 4 Transacti	Form 4 Transactions Reported. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940									
1. Name and Address of Reporting Person [*] <u>TANSKY BURTON M</u>			2. Issuer Name and Ticker or Trading Symbol INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]		onship of Reporting Pers all applicable) Director Officer (give title	10% Owner Other (specify				
(Last) 521 WEST 57TH	Last) (First) 521 WEST 57TH STREET		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009		below)	below)				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable				
NEW YORK	NY	10019		X	Form filed by One Repor	ting Person				
(City) (State) (Zip)		(Zip)			Form filed by More than One Reporting Person					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)		Transaction Code (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of	Form: Direct	7. Nature of Indirect Beneficial Ownership
	(Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)		(Instr. 4)

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)	of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Equivalent Unit	\$0 ⁽¹⁾	12/31/2009		A	197 ⁽²⁾		(3)	(3)	Common Stock	197	\$0	6,570	D	

Explanation of Responses:

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

2. Units acquired upon reinvestment of dividends accrued on units under the Company's deferred compensation plan during 2009. The acquisition of Units with reinvested dividends is exempt from line item reporting under SEC Rule 16a-11.

3. The Units are payable in Common Stock upon retirement or other termination of directorship.

Remarks:

By: Dennis Meany, attorney in 01/19/2010

** Signature of Reporting Person Date

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, 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.