

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) May 9, 2006

INTERNATIONAL FLAVORS & FRAGRANCES INC.

(Exact Name of Registrant as Specified in Charter)

New York (State or Other Jurisdiction of Incorporation)	1-4858 (Commission File Number)	13-1432060 (IRS Employer Identification Number)
521 West 57th Street, New York, New York (Address of Principal Executive Offices)		10019 (Zip Code)

Registrant's telephone number, including area code (212) 765-5500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 9, 2006, International Flavors & Fragrances Inc. (the "Company") issued a press release announcing the commencement, as previously reported, of Richard A. Goldstein's retirement as Chairman and Chief Executive Officer of the Company following the Company's Annual Shareholder Meeting on May 9, 2006, and that pending the appointment of a successor, the Company's Board of Directors appointed Arthur C. Martinez, who has been the Company's Lead Director, as Interim Chairman and Chief Executive Officer.

Mr. Martinez is Chairman and Chief Executive Officer Emeritus, Sears, Roebuck and Co., and serves on the boards of PepsiCo, Inc., Liz Claiborne, Inc., and IAC/InterActiveCorp. Mr. Martinez is also Chairman of the Supervisory Board of ABN AMRO Holding, N.V.

In connection with his appointment as Interim Chairman and Chief Executive Officer of the Company, Mr. Martinez stepped down from his role as Lead Director as well as a member of the Audit Committee and Compensation Committee and as a member and Chairman of the Nominating and Corporate Governance Committee. The Board appointed current director Henry W. Howell, Jr. to serve as interim Chairman of the Nominating and Corporate Governance Committee and interim Presiding Director, and current director Alexandra A. Herzan to serve as a member of the Compensation Committee.

There are no related party transactions between the Company and Mr. Martinez reportable under Item 404(a) of Regulation S-K.

At this time, the terms of Mr. Martinez's employment arrangement with the Company have not been determined. The Company will file an amendment to this Form 8-K when such arrangement has been determined.

A copy of the Company's press release announcing the appointment of Mr. Martinez as Interim Chairman and Chief Executive Officer is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure

In connection with the matters disclosed under Item 5.02, a copy of the press release concerning this is furnished herewith as Exhibit 99.1.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press Release issued by International Flavors & Fragrances Inc. on May 9, 2006.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERNATIONAL FLAVORS & FRAGRANCES INC.

Dated: May 9, 2006

By: /s/ Dennis M. Meany

Name: Dennis M. Meany

Title: Senior Vice President, General Counsel
and Secretary

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Contact: Jim Fingeroth/Diana Postemsky
Kekst and Company
(212) 521-4800

FOR IMMEDIATE RELEASE

RICHARD GOLDSTEIN RETIRES FROM IFF, AS PLANNED;
ARTHUR MARTINEZ NAMED INTERIM CHAIRMAN AND CEO

NEW YORK, May 9, 2006 – As part of the previously announced management succession plan, Richard A. Goldstein retired today as Chairman and Chief Executive Officer of International Flavors & Fragrances Inc. (NYSE:IFF) (“IFF” or “the Company”) following the Company’s Annual Shareholder Meeting.

As reported, the Company’s Board of Directors has retained the executive search firm of Spencer Stuart to assist it in identifying Mr. Goldstein’s successor. That process is continuing and is progressing well.

Pending the appointment of a successor, IFF’s Board of Directors today elected Arthur C. Martinez, the Company’s Lead Director, as Interim Chairman and Chief Executive Officer.

Mr. Martinez was formerly Chairman and Chief Executive Officer of Sears, Roebuck & Co and serves on the boards of directors of PepsiCo, Inc., Liz Claiborne, Inc. and IAC/InterActive Corp.

IFF is a leading creator and manufacturer of flavors and fragrances used in a wide variety of consumer products – from the fine fragrances and toiletries, to soaps, detergents and other household products, to beverages and food products. IFF is dedicated to The Pursuit of Excellence in every area of its business, using knowledge, creativity, innovation and technology to continually provide customers with the highest quality products and service and superior consumer understanding.

IFF has sales, manufacturing and creative facilities in 31 countries worldwide.

For more information, please visit our Web site at www.iff.com.

Cautionary Statement Under the Private Securities Litigation Reform Act of 1995

Statements in this press release, which are not historical facts or information, are “forward-looking statements” within the meaning of The Private Securities Litigation Reform Act of 1995. Certain of such forward-looking information may be identified by such terms as “expect”, “anticipate”, “believe”, “may” and similar terms or variations thereof. Such forward-looking statements are based on management’s reasonable current assumptions and expectations. Such forward-looking statements involve risks, uncertainties and other factors, which may cause the actual results of the Company to be materially different from any future results expressed or implied by such forward-looking statements, and there can be no assurance that actual results will not differ materially from management’s expectations. Such factors include, among others, the following: general economic and business conditions in the Company’s markets, including economic, population health and political uncertainties; interest rates; the price, quality and availability of raw materials; the Company’s ability to implement its business strategy, including the achievement of anticipated cost savings, profitability and growth targets; the impact of currency fluctuation or devaluation in the Company’s principal foreign markets and the success of the Company’s hedging and risk management strategies. The Company intends its forward-looking statements to speak only as of the time of such statements and does not undertake to update or revise them as more information becomes available or to reflect changes in expectations, assumptions or results.

