

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>O'Leary Richard</u>  (Last) (First) (Middle) 521 WEST 57TH STREET  (Street) NEW YORK NY 10019  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INTERNATIONAL FLAVORS &amp; FRAGRANCES INC [ IFF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP &amp; Integration Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2020	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								19,655	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Equivalent Unit	(1)	02/14/2020		A		9,871 <sup>(2)</sup>		(3)	(3)	Common Stock	9,871	\$135.87	5,132.337	D	
Purchased Restricted Stock Units	(4)							04/01/2022	04/01/2022	Common Stock	5,311		5,311	D	
Purchased Restricted Stock Units	(4)							04/02/2021	04/02/2021	Common Stock	4,282		4,282	D	
Purchased Restricted Stock Units	(4)							04/03/2020	04/03/2020	Common Stock	3,457		3,457	D	
Restricted Stock Units	(5)							11/01/2020	11/01/2020	Common Stock	7,472		7,472	D	

**Explanation of Responses:**

- The Stock Equivalent Units ("Units") convert to Common Stock on a one-for-one basis.
- Reflects Units under the Company's deferred compensation plan resulting from deferral of compensation and the 25% premium contributed by the Company on such Units. Units contributed by the Company are subject to vesting based on continued employment through December 31, 2021.
- The Units are payable in Common Stock upon earlier of termination of employment or January 1 following retirement.
- The Purchased Restricted Stock Units ("PRSU's") convert to Common Stock on a one-for-one basis.
- The Restricted Stock Units ("RSUs") convert to Common Stock on a one-for-one basis.

/s/ Nanci Prado, attorney in fact 02/19/2020

\*\* 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.