## 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
OMB Number: 3235-0287
Expires: December 31, 2005
Estimated average burden
hours per response. . . . 0.5

(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			
Goldstein Richard A.		Internat	tional Fla	(Check all applicable)								
(Last) (First) (Middle)  c/o International Flavors & Fragrances Inc. 521 West 57 <sup>th</sup> Street	3. I.R.S. Identificat Number of Repo Person, if an enti (voluntary)	rting	4.	Statement	for Month/Y August			X Director 10% Owner X Officer (give title below) Other (specify below)  Chairman and Chief Executive Officer				
(Street) New York, New York 10019			0	riginal (Mo	,			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)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Date (Instr. 8) Month/Day/Year)			Disposed of (D)  (Instr. 3, 4 and 5)  Benef  End o  (Instr. 3, 4 and 5)				. 3 and 4) (Instr. 4) Ownership			
	0.11.100	Code	V	Amount	(A) or (D)	Price			200	(Instr. 4)		
Common Stock	8/1/02	A	V	200,000	A	n/a		200,000	D(1)			
Common Stock	8/14/02	G (2)	V	173,772	D	n/a		11,234	D			
Common Stock	8/14/02	G	V	173,772	A	n/a		173,772	I (3)	By spouse		
							1					
				-								
	,			,	,	,	,	,	,	,		

			Table II	- Derivati	ve Securiti	es Acquired,	Disposed of	, or Beneficiall	y Owned					
(e.g., puts, calls, warrants, options, convertible securities)														
1.Title of	2.Conver-sion	3.Transaction Date	4.Transa	ction Code	5.Number	r of	6.Date Exerciseable 7. Title and		8.Price of 9.Number of 10.Ownership		11.Nature of			
Derivative	or	(Month/Day/Year)	(Instr.	8)	Derivative		and Expiration Date			Derivative	Derivative	Form of	Indirect	
Security	Exercise Price				Securities Acquired		(Month/Day/Year)		Underlying		Security	Securities	Derivative	Beneficial
(Instr.3)	of Deriv-				(A) or Disposed of				Securities		(Instr. 5)	Beneficially	Securities	Ownership
	ative Security		(D)				(Instr. 3 and 4)			Owned at	Beneficially	(Instr. 4)		
			(Instr. 3, 4 and 5)		<del></del>				ļ	End of Month	Owned at End of			
										Amount		(Instr. 4)	Month	
							Date	Expiration		or Number			(Instr. 4)	
			Code	v	(A)	(D)	Exercisable		Title	of Shares			(11104111)	
Stock Equivalent Units	1-for-1	(4)	A	v	13,716		(4)	(4)	Common Stock	13,716	n/a	13,716	D	
					İ									

Explanation of Responses:

(1) Restricted stock granted on August 1, 2002 by the Company's Board of Directors as a performance incentive award. Mr. Goldstein's entitlement to all or a portion of the award is subject to (a) the Company's achieving certain levels of shareholder returns compared to those of a specified group of other companies, over the three-, four- and five-year periods commencing August 1, 2002, and (b) Mr. Goldstein's remaining employed by the Company during such periods. He may earn up to 25% of the award (50,000 shares) at the end of three years, an additional 25% of the award (50,000 shares) at the end of four years, and the remaining 50% of the award (100,000 shares) at the end of five years. If any portion of the award is not earned during the first two performance periods, it may be earned if the performance objective is met for the full five-year period. Although stock is restricted, Mr. Goldstein has voting rights over and rights to dividends on all shares.

(2) Gift of shares to spouse.

(3) The reporting person disclaims beneficial ownership of the securities held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(4) 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 (2,719 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.

\*\*Signature of Reporting Person

August 29, 2002 Date

Dennis M. Meany Attorney-in-fact

deminder: 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