

DUNSDON JAMES H
Form 4/A
February 20, 2003

Form 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* Dunsdon James H. (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol International Flavors & Fragrances Inc. (IFF) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify title below) Vice President | | | | |
|--|--------------------------------|--|---|---|---|--|-------|--|--|---|
| c/o International Flavors & Fragrances Inc. 521 West 57 th Street | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year | | | | |
| (Street) New York, NY 10019 | | | 5. If Amendment, Date of Original (Month/Day/Year) 2/14/03 | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 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 (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(Over)
SEC 1474 (9-02)

FORM 4 (continued) 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 (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Bene- |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | | | | |

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| | | | | | | of(D) (Instr. 3, 4 and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Officially Owned Follow- ing Reported Trans- action(s) (Instr. 4) |
|--------------------------------------|----------------|----------------|----------------|----------|---|---------------------------------|-----|---------------------|--------------------|-------------------------|--|----------------|--|
| | | | | Code | V | (A) | (D) | | | | | | |
| Stock Equivalent Unit | 1-for-1 | 2/13/03 | 2/14/03 | A | | 133 | | (1) | (1) | Common Stock | 133 | \$31.60 | 3,477 |

Explanation of Responses:

(1) Stock units (Units) under the Company s deferred compensation plan resulting from (a) deferral of salary and Company match (in shares), (b) premium (in shares) to participants deferring awards into Units and (c) dividends (in shares) on Units. 27 of the acquired Units are subject to vesting based on employment through December 31, 2004.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

DENNIS M. MEANY

**February 20,
2003**

**Signature of Reporting Person

Date

Dennis M. Meany
Attorney-in-fact

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, see Instruction 6 for procedure.

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Page 2