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INTERNATIONAL FLAVORS & FRAGRANCES INC

Form 4 May 13, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

COOK J MICHAEL

(Last)

2. Issuer Name and Ticker or Trading

Symbol

INTERNATIONAL FLAVORS &

FRAGRANCES INC [IFF]

3. Date of Earliest Transaction

(Month/Day/Year) 05/10/2008

521 WEST 57TH STREET

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

below)

Issuer

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

Person

NEW YORK, NY 10019

(City) (State) (Zip)

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

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

OMB APPROVAL

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January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** Transactionof or Exercise Code (Month/Day/Year) (Instr. 3 and 4) Security Derivative any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Securi Acqui (A) or Dispo (D) (Instr. and 5)	red sed of 3, 4,				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (1)	05/10/2008		D			750	05/10/2008	05/10/2008	Common Stock	750
Stock Equivalent Units	\$ 0 (2)	05/10/2008		A		750		<u>(3)</u>	<u>(3)</u>	Common Stock	750

Reporting Owners

Reporting Owner Name / Address	Relationships						
rs	Director	10% Owner	Officer	Other			
COOK J MICHAEL 521 WEST 57TH STREET NEW YORK, NY 10019	X						

Signatures

/s/ Dennis Meany, attorney in fact

..

**Signature of Reporting Person Date

Explanation of Responses:

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

05/13/2008

- (2) The Stock Units ("Units") convert to Common Stock on a one-for-one basis.
 - The reporting person is receiving 750 Units resulting from the deferral of 750 RSUs granted under the Non-Employee Director
- (3) Compensation Program which vested on 5/10/08. The Units are being deferred until retirement or other termination of directorship. The Units are payable in Common Stock at the end of the deferral.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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