

CANTALUPO JAMES R
Form 4
December 18, 2002

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* Cantalupo James R.			2. Issuer Name and Ticker or Trading Symbol International Flavors & Fragrances (IFF)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify title below) _____				
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 12/18/02			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			
c/o International Flavors & Fragrances Inc. 521 West 57 th Street										
(Street)			5. If Amendment, Date of Original (Month/Day/Year)							
(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	3. Transaction Date (Month/	3A. Deemed Execution Date (Month/Day/	4. Transaction Code (Instr. 8)	5. Number of Derivative	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
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	Price of Derivative Security	Day/Year	Year)	Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	
				Code	V	(A)	(D)						
Stock Equivalent Units	1-for-1		12/18/02	A		30		(1)	(1)	Common Stock	30	(1)	1,197

Explanation of Responses:

(1) **Stock units (Units) under the Company s deferred compensation plan resulting from deferral of meeting fees and/or compensable stock grant and/or dividends (in shares) on such Units. Units were acquired at various dates at various market prices ranging from \$28.17 to \$35.13 per Unit.**

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

/s/ DENNIS M. MEANY

December 18, 2002

**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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