

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-27**

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### REPORTING OWNER

**Tough Douglas D.**

CIK: **1445540**

Type: **4** | Act: **34** | File No.: **001-04858** | Film No.: **10868943**

Mailing Address

*521 W. 57TH STREET  
NEW YORK NY 10019*

### ISSUER

**INTERNATIONAL FLAVORS & FRAGRANCES INC**

CIK: **51253** | IRS No.: **131432060** | State of Incorporation: **NY** | Fiscal Year End: **1231**

SIC: **2860** Industrial organic chemicals

Mailing Address

*521 W 57TH ST  
NEW YORK NY 10019*

Business Address

*521 W 57TH ST  
NEW YORK NY 10019  
2127655500*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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 hours per response 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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 <b><u>Tough Douglas D.</u></b>			2. Issuer Name and Ticker or Trading Symbol <b><u>INTERNATIONAL FLAVORS &amp; FRAGRANCES INC [IFF]</u></b>			5. 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 below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b><u>05/27/2010</u></b>			6. 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		
<b><u>521 WEST 57TH STREET</u></b>			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b><u>NEW YORK, NY 10019</u></b>								
(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)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<b><u>Common Stock</u></b>	<b><u>05/27/2010</u></b>		<b><u>J</u></b> (1)		<b><u>47</u></b>	<b><u>A</u></b>	<b><u>\$45.18</u></b> (2)	<b><u>41,691</u></b> (3)	<b><u>D</u></b>	

**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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
<b><u>Stock Equivalent Unit</u></b>	<b><u>(4)</u></b>	<b><u>05/27/2010</u></b>	<b><u>05/28/2010</u></b>	<b><u>A</u></b>		<b><u>55</u></b>	<b><u>(5)</u></b>	<b><u>(5)</u></b>	<b><u>Common Stock</u></b>	<b><u>55</u></b>	<b><u>\$45.18</u></b>	<b><u>206</u></b>	<b><u>D</u></b>

**Explanation of Responses:**

1. Acquisition under IFF's 401(k) Plan.
2. Closing market price on date of acquisition under the 401(k) Plan.

3. Includes holdings under the 401(k) Plan representing 2,390 shares. The information is presented as of May 27, 2010.
4. The Stock Units ("Units") convert to Common Stock on a one-for-one basis.
5. Units under the Company's deferred compensation plan resulting from (a) deferral of compensation and Company match (in shares), (b) premium (in shares) to participants deferring compensation into Units and (c) dividends (in shares) on Units. 11 of the acquired Units are subject to vesting based on employment through December 31, 2011.

**Signatures**

By: Dennis Meany, attorney in fact  
\*\* Signature of Reporting Person

06/01/2010  
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.**