

# 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

**Berryman Kevin C**

CIK: **1462535**

Type: **4** | Act: **34** | File No.: **001-04858** | Film No.: **10869628**

Mailing Address

*521 WEST 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

OMB Number: 3235-0287  
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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>Berryman Kevin C</b>			2. Issuer Name and Ticker or Trading Symbol <b>INTERNATIONAL FLAVORS &amp; FRAGRANCES INC [IFF]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>EVP &amp; Chief Financial Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/27/2010</b>			
521 WEST 57TH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(Street)						
NEW YORK, NY 10019						
(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			

**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	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	(1)	05/27/2010		D		3,280		(2)	05/27/2014	Common Stock	3,280	\$ 0	13,124	D
Stock Equivalent Unit	(3)	05/27/2010		A		3,280		(4)	(4)	Common Stock	3,280	\$ 0	5,239	D
Stock Equivalent Unit	(3)	05/27/2010	05/28/2010	A		63		(5)	(5)	Common Stock	63	\$45.18	5,302	D

**Explanation of Responses:**

- The Restricted Stock Units convert to Common Stock on a one-for-one basis.
- The Restricted Stock Units ("Units") vest in 5 equal annual installments beginning on May 27, 2010.

3. The Stock Units ("Units") convert to Common Stock on a one-for-one basis.
4. The reporting person received 3,280 Units from the initial vesting of 20% of an RSU grant made on May 27, 2009 and is deferring all 3,280 Units. The Units are being deferred until retirement or other termination of employment.
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. 13 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.

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