

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-28**
SEC Accession No. [0001225208-12-010508](#)

([HTML Version](#) on [secdatabase.com](#))

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

REPORTING OWNER

ADAME MARGARET HAYES

CIK: **1183739**
Type: **4** | Act: **34** | File No.: **001-04858** | Film No.: **12796597**

Mailing Address
FASHION GROUP
INTERNATIONAL
597 FIFTH AVE. FLR 9
NEW YORK NY 10017

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

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 ADAME MARGARET HAYES			2. Issuer Name and Ticker or Trading Symbol INTERNATIONAL FLAVORS & FRAGRANCES INC [IFF]			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) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2012			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		
521 WEST 57TH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(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)			

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						Title
Restricted Stock Units	(1)	04/28/2012		D		3,115		04/28/2012	04/28/2012	Common Stock	3,115	\$ 0	0	D	
Stock Equivalent Unit	(2)	04/28/2012		A		3,115		(3)	(3)	Common Stock	3,115	\$ 0	15,800	D	

Explanation of Responses:

- The Restricted Stock Units convert to Common Stock on a one-for-one basis.
- The Stock Units ("Units") convert to Common Stock on a one-for-one basis.
- The reporting person is receiving 3,115 Units resulting from the deferral of 3,115 RSU's granted under the Non-Employee Director Compensation Program which vested on April 28, 2012. 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.

Signatures

By: Jodie Simon Friedman, attorney in fact

** Signature of Reporting Person

04/30/2012

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.