

MARTINEZ ARTHUR C  
 Form 4  
 October 02, 2002

**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

**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(f) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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<p>1. Name and Address of Reporting Person*</p> <p><b>Martinez, Arthur C.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>c/o International Flavors &amp; Fragrances Inc.          521 West 57<sup>th</sup> Street</b></p> <hr/> <p>(Street)</p> <p><b>New York, NY 10019</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>International Flavors &amp; Fragrances ( IFF )</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Day/Year)</p> <p><b>October 2, 2002</b></p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____</p> <p>10% Owner _____</p> <p>_____          Officer _____</p> <p>Other (specify below)          Officer/Other Description _____</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>
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(City)	(State) (Zip)		
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**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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(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/D   Price			

(over)  
SEC 1475 (08-02)

**Martinez, Arthur C. - October 2, 2002**

**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 Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) of (Instr. 3, 4 and 5)	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 Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11.
<b>Stock Equivalent Units</b>	<b>1-for-1</b>		<b>10/2/02</b>	<b>A</b>	<b>1,000</b>	(DE)   (ED)	<b>Common Stock</b>   <b>1,000</b>	(1)	<b>2,797</b>	<b>D</b>	

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 market prices ranging from \$32.49 to \$34.97 per Unit.

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

/s/ Dennis Meany  
October 2, 2002

\*\* Signature of Reporting Person  
Date

\* 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).

**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.