

Vaisman Herman
Form 3/A
January 26, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Vaisman Herman
(Last) (First) (Middle)

INTERNATIONAL FLAVORS
& FRAGRANCES INC.,Â 521
WEST 57TH STREET
(Street)

NEW YORK,Â NYÂ 10019
(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
10/01/2004

3. Issuer Name **and** Ticker or Trading Symbol
INTERNATIONAL FLAVORS & FRAGRANCES INC
[IFF]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Regional Director

5. If Amendment, Date Original
Filed(Month/Day/Year)
10/01/2004

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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 control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	05/23/2006	02/23/2006	Common Stock	994	\$ <u>(1)</u>	D	Â
Restricted Stock Units	05/11/2007	05/11/2007	Common Stock	1,750	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vaisman Herman INTERNATIONAL FLAVORS & FRAGRANCES INC. 521 WEST 57TH STREET NEW YORK, NY 10019	Â	Â	Â Regional Director	Â

Signatures

Dennis M. Meany,
Attorney-in-fact

01/26/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) This amendment is being filed to inform that these restricted stock units, upon vesting, will be paid in cash and not in stock, as previously reported. Each restricted stock unit has a cash value equal to one share of Common Stock.
- (2) This holding was omitted from the reporting person's Form 3 filed on October 1, 2004. The restricted stock units, upon vesting, will be paid in cash. Each restricted stock unit has a cash value equal to one share of Common Stock.

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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