Vaisman Herman Form 3/A January 26, 2005

FORM

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement INTERNATIONAL FLAVORS & FRAGRANCES INC Vaisman Herman (Month/Day/Year) [IFF] 10/01/2004 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) INTERNATIONAL FLAVORS 10/01/2004 (Check all applicable) & FRAGRANCES INC.. 521 **WEST 57TH STREET** Director 10% Owner (Street) X_ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Regional Director _X_ Form filed by One Reporting Person Form filed by More than One

NEW YORK, NYÂ 10019

(City)

1. Title of Security (Instr. 4)

(State)

Table I - Non-Derivative Securities Beneficially Owned

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

3. Ownership Form: Direct (D) or Indirect

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

Reporting Person

Ownership (Instr. 5)

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

(Zip)

SEC 1473 (7-02)

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

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect 5. **Expiration Date** Securities Underlying Beneficial (Instr. 4) Conversion Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security: Title Direct (D) Security

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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				
1 8	Director	10% Owner	Officer	Other	
Vaisman Herman INTERNATIONAL FLAVORS & FRAGRANCES INC. 521 WEST 57TH STREET NEW YORK, NY 10019	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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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