## Edgar Filing: AMEN ROBERT M - Form 4

AMEN RO	BERT M											
December 2	24, 2008											
FORM	ЛД								PPROVAL			
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287			
Check the check												
subject Section Form 4	16. or	MENT OF		SECU	Estimated burden hou response	urs per						
Form 5 obligation may cor <i>See</i> Inst 1(b).	ons Section 17(	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 <u>*</u> AMEN ROBERT M			2. Issuer Name <b>and</b> Ticker or Trading Symbol INTERNATIONAL FLAVORS &				5. Relationship of Reporting Person(s) to Issuer					
				RANCES			(Check all applicable)					
(Last) (First) (Middle) 521 WEST 57TH STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/23/2008				X Director X Officer (give below)		% Owner ner (specify			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
NEW YOR	RK, NY 10019						Form filed by Person	More than One R	eporting			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities .	Acquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)			
Reminder: Re	port on a separate line	e for each cla	ass of sec									
					Perso inform requir	ns who re nation con red to resp ays a curre	espond to the colle ntained in this form bond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)			

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acqu (A) c Disp of (D	nired or osed 0) r. 3, 4,				(Instr.	
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Equivalent Unit	\$ 0 <u>(1)</u>	12/23/2008	12/24/2008	А	224		(2)	(2)	Common Stock	224	\$ 27

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
hoporting o which i tanto / i taut ess	Director	10% Owner	Officer	Other				
AMEN ROBERT M 521 WEST 57TH STREET NEW YORK, NY 10019	Х		Chairman & CEO					
Signatures								
/s/ Dennis Meany, attorney in fact	12	2/24/2008						

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
- (1) The Stock Units ("Units") convert to Common Stock on a one-for-one basis.

Units under the Company's deferred compensation plan resulting from (a) deferral of compensation and Company match (in shares), (b)(2) premium (in shares) to participants deferring compensation into Units and (c) dividends (in shares) on Units. 45 of the acquired Units are subject to vesting based on employment through December 31, 2009.

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.