COOK J MICHAEL
Form 4/A
August 30, 2002

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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__ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Tickler or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer
Cook J. Michael	**International Flavors & Fragrances Inc.** **(IFF)**	(Check all applicable)
(Last) (First) (Middle) **c/o International Flavors & Fragrances Inc. 521 West 57th Street**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year _X_ Director ___ 10% Owner _ Officer (give title below) ___Other (specify below)
(Street) **New York, New York 10019**		5. If Amendment, Date of Original (Month/Year) **August 29, 2002** 7. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person ___Form filed by More than One Reporting Person
(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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (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)	Price				

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.Conver-sion or Exercise Price of Deriv- ative Security	3.Transaction Date (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 Exerciseable 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 Securities Beneficially Owned at End of Month (Instr. 4)	11.Na Indire Benef Owne (In
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Equivalent Units	**1-for-1**	**(1)**	**A**	**V**	**15**		**(1)**	**(1)**	**Common Stock**	**1,789**	**n/a**	**1,789**	**D**	

Explanation of Responses:

(1) Stock units (Units) under the Company s deferred compensation plan resulting from deferral of meeting fees and/or compensable stock grants and/or dividends (in shares) on such Units.
Units were acquired at various dates at market prices ranging from $32.49 to $34.97 per Unit. The number in column nine has been adjusted to include a dividend of 24 Units at a market
price of $29.71 which were omitted from the shares beneficially owned calculation in the December 31, 2001 Form 5 (prepared based on information received and available at that time).
Fractional shares will be paid in cash and are not reflected.

DENNIS M. MEANY
**Signature of Reporting Person

August 30, 2002
Date

Dennis M. Meany
Attorney-in-fact

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, on of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure