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INTEGRA LIFESCIENCES HOLDINGS CORP

Form 4

November 06, 2006

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

OMB Number:

3235-0287

Check this box if no longer

Expires:

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

OMB APPROVAL

Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CARLOZZI GERARD S Issuer Symbol INTEGRA LIFESCIENCES (Check all applicable) HOLDINGS CORP [IART] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director X_ Officer (give title Other (specify (Month/Day/Year) below) 11/02/2006 Chief Operating Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) 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 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Owned Ownership (Month/Day/Year) (Instr. 8) (T) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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.

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 of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title

Code V (A) (D) Date Expiration Title Amount of Exercisable Date Number of Shares

Performance (1) 11/02/2006 A 100,000 (2)(3) (2)(3) Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARLOZZI GERARD S

Chief Operating Officer

Signatures

/s/ Jeffrey Hellman, Attorney-in-Fact

**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) Each share of performance stock represents a contingent right to receive one share of the Issuer's common stock.
 - On January 3, 2006, the reporting person was granted 100,000 shares of performance stock whereby 100,000 shares of common stock would be issued to the reporting person after the end of the performance period if a predetermined performance goal attributable to the Issuer was attained at any time during the performance period (i.e., January 1, 2006 through December 31, 2008). The performance goal
- (2) was met, based upon the information provided in the Issuer's press release issued on November 2, 2006; however, the delivery of the shares of stock will not occur until after the end of the performance period since the delivery of the shares requires the certification by the Issuer's Compensation Committee that the related performance goal was satisfied, which certification is expected to occur as soon as practicable following the end of the performance period.
- Notwithstanding the satisfaction of the performance goal for the performance stock, the issuance of the shares subject to the grant is conditioned on the reporting person not experiencing a termination of service for any reason prior to the end of the performance period. The shares will be delivered earlier if the Issuer experiences a change in control prior to the end of the performance period and the reporting person is employed by the Issuer at such time.

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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