

CARLOZZI GERARD S
Form 4
December 08, 2006

FORM 4

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

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN 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 *
CARLOZZI GERARD S

2. Issuer Name and Ticker or Trading Symbol
INTEGRA LIFESCIENCES HOLDINGS CORP [IART]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
311 ENTERPRISE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

PLAINSBORO, NJ 08536

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	2A. Deemed Execution Date, if any (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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/06/2006		M		4,498	A	\$ 27.32
Common Stock	12/06/2006		M		24,669	A	\$ 27.32
Common Stock	12/06/2006		M		7,292	A	\$ 28.78
Common Stock	12/06/2006		M		4,841	A	\$ 30.25
Common Stock	12/06/2006		M		20,159	A	\$ 30.25

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Common Stock 12/06/2006 S⁽¹⁾ 61,459 D \$ 42.04 1,903 D

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

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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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (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 Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 27.32	12/06/2006		M	4,498	⁽²⁾ 09/26/2009	Common Stock	4,498
Non-Qualified Stock Option (right to buy)	\$ 27.32	12/06/2006		M	24,669	⁽³⁾ 09/26/2009	Common Stock	24,669
Non-Qualified Stock Option (right to buy)	\$ 28.78	12/06/2006		M	7,292	⁽⁴⁾ 01/02/2010	Common Stock	7,292
Non-Qualified Stock Option (right to buy)	\$ 30.25	12/06/2006		M	4,841	⁽⁵⁾ 07/26/2011	Common Stock	4,841
Non-Qualified Stock Option (right to buy)	\$ 30.25	12/06/2006		M	20,159	⁽⁵⁾ 07/26/2011	Common Stock	20,159

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLOZZI GERARD S 311 ENTERPRISE DRIVE PLAINSBORO, NJ 08536			Chief Operating Officer	

Signatures

/s/ Jeffrey Hellman,
Attorney-in-Fact

12/08/2006

__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 sale reported on this Form 4 was pursuant to a Rule 10b5-1 plan adopted by the Reporting Person on December 6, 2006.
- (2) On a combined basis, 25% of this option grant and a Non-Qualified Stock Option grant made on the date of this grant vested one year after the September 26, 2003 grant date, with the remaining 75% vesting monthly thereafter over 36 months.
- (3) On a combined basis, 25% of this option grant and an Incentive Stock Option grant made on the date of this grant vested one year after the September 26, 2003 grant date, with the remaining 75% vesting monthly thereafter over 36 months.
- (4) On a combined basis, 25% of this option grant and an Incentive Stock Option grant made on the date of this grant vested one year after the January 2, 2004 grant date, with the remaining 75% vesting monthly thereafter over 36 months.
- (5) These options were granted on July 26, 2005 and vest 25% annually over four years.

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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