

INTEGRA LIFESCIENCES HOLDINGS CORP

Form 4

May 19, 2008

**FORM 4**

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

OMB APPROVAL

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

OMB Number: 3235-0287  
Expires: January 31, 2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HENNEMAN JOHN B III**

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 C ENTERPRISE DRIVE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/16/2008**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_ Other (specify below)  
**EVP, Finance & Admin & CFO**

**PLAINSBORO, NJ 08536**

(City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			

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

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

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock	<u>(1)</u>	05/16/2008			A		4,366		<u>(2)(3)</u>	<u>(2)(3)</u>	Common Stock	4,366

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNEMAN JOHN B III 311 C ENTERPRISE DRIVE PLAINSBORO, NJ 08536			EVP, Finance & Admin & CFO	

## Signatures

/s/ Kathryn Lamping, attorney-in-fact	05/19/2008
**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) Each share of Performance Stock represents a contingent right to receive one share of the Issuer's common stock.

(2) On April 2, 2007, the reporting person was granted 4,366 shares of performance stock whereby 4,366 shares of common stock would be issued to the reporting person after the end of the performance period if a pre-determined performance goal attributable to the Issuer was attained at any time during the performance period (i.e: January 1, 2007 through December 31, 2009). The performance goal was met, based upon the information provided in the Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the Securities and Exchange Commission on 5/16/2008. 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.

(3) 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 other than termination without cause, good reason, death or disability prior to the end of the performance period. The shares will be delivered earlier if the issuer experiences a change in control or experiences a termination of service without cause, good reason, death or disability prior to the end of the performance period and the reporting person is employed by the Issuer at such time.

### Remarks:

Power of Attorney attached.

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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