

CARLOZZI GERARD S

Form 4

December 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 APPROVAL

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(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
____X____ Officer (give title ____ Other (specify
below) 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)
____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) | 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 | 6,401 | D |
| Common Stock | 12/06/2006 | | M | | 24,669 | A | \$ 27.32 | 31,070 | D |
| Common Stock | 12/06/2006 | | M | | 7,292 | A | \$ 28.78 | 38,362 | D |
| Common Stock | 12/06/2006 | | M | | 4,841 | A | \$ 30.25 | 43,203 | D |
| Common Stock | 12/06/2006 | | M | | 20,159 | A | \$ 30.25 | 63,362 | D |

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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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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 (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 | <u>(2)</u> 09/26/2009 | Common Stock | 4,498 |
| Non-Qualified Stock Option (right to buy) | \$ 27.32 | 12/06/2006 | | M | 24,669 | <u>(3)</u> 09/26/2009 | Common Stock | 24,669 |
| Non-Qualified Stock Option (right to buy) | \$ 28.78 | 12/06/2006 | | M | 7,292 | <u>(4)</u> 01/02/2010 | Common Stock | 7,292 |
| Non-Qualified Stock Option (right to buy) | \$ 30.25 | 12/06/2006 | | M | 4,841 | <u>(5)</u> 07/26/2011 | Common Stock | 4,841 |
| Non-Qualified Stock Option (right to buy) | \$ 30.25 | 12/06/2006 | | M | 20,159 | <u>(5)</u> 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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