

INTEGRA LIFESCIENCES HOLDINGS CORP

Form 4

December 09, 2004

FORM 4UNITED 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 *
OGRADY JUDITH

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)
12/07/2004

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior V.P. Regulatory

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/07/2004		M	7,753 A \$ 5.875	0	D	
Common Stock	12/07/2004		M	938 A \$ 11.5	0	D	
Common Stock	12/07/2004		M	4,163 A \$ 13.625	0	D	
Common Stock	12/07/2004		M	911 A \$ 19.27	20,755	D	
Common Stock					1,650	I	See Footnote (1)

Common Stock	1,650	I	See Footnote (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Securities (Instr. 3 and 4)		8. De Se (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 5.875	12/07/2004		M		7,753		<u>(3)</u>	12/31/2005	Common Stock	7,753
Incentive Stock Option (right to buy)	\$ 11.5	12/07/2004		M		938		<u>(3)</u>	09/19/2006	Common Stock	938
Incentive Stock Option (right to buy)	\$ 13.625	12/07/2004		M		4,163		<u>(3)</u>	12/30/2006	Common Stock	4,163
Incentive Stock Option (right to buy)	\$ 19.27	12/07/2004		M		911		<u>(3)</u>	06/22/2007	Common Stock	911

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OGRADY JUDITH 311 C ENTERPRISE DRIVE PLAINSBORO, NJ 08536			Senior V.P. Regulatory	

Signatures

/s/ Judith O'Grady	12/09/2004
<u> </u> 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) Shares held in an account for the benefit of Ms. O'Grady's son. Ms. O'Grady disclaims beneficial ownership of these shares.
- (2) Shares held in an account for the benefit of Ms. O'Grady's daughter. Ms. O'Grady disclaims beneficial ownership of these shares.
- (3) 25% of the options vest one year after the grant date, with the remaining 75% vesting monthly thereafter over 36 months.

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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