Flanagan Joseph F Form 4 March 04, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and A	Address of Report	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
<i>(</i> T . 1)	(F)	0.51.11.	Integer Holdings Corp [ITGR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
10000 WEHRLE DRIVE			02/28/2019	_X_ Officer (give title Other (specify below)			
				EVP, Quality & Regulatory Affa			
(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			
CLARENCE, NY 14031				Form filed by More than One Reporting Person			
				1 CISUII			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			
1 Title of	2 Transaction	Data 24 Daa	mad 3 A Sacurities Acquired	5 Amount of 6 Ownership 7 Natur			

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securin(A) or Di (Instr. 3,	spose	d of (D)	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)
Common Stock	02/28/2019		A <u>(1)</u>	1,292	A	<u>(2)</u>	10,676	D	
Common Stock	02/28/2019		A(3)	2,004	A	(2)	12,680	D	
Common Stock	02/28/2019		F	1,008	D	\$ 90.96	11,672	D	

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

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number.

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. Transactic Code (Instr. 8)	5. Number proof 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. Pr Deriv Secu (Inst)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (2)	02/28/2019		A	2,004	<u>(4)</u>	<u>(4)</u>	Common	2,004	\$
Restricted Stock Units	\$ 0 (2)	02/28/2019		A	2,004	(5)	<u>(5)</u>	Common	1,245	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Flanagan Joseph F 10000 WEHRLE DRIVE CLARENCE, NY 14031

EVP, Quality & Regulatory Affa

Signatures

/s/ Mark Zawodzinski as attorney-in-fact for Joseph F. Flanagan.

03/04/2019

**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).
- Represent the portion of a performance-based restricted stock unit ("PRSU") award made on January 4, 2016 that was determined to be earned based on performance for the period ending December 28, 2018. The established performance and service conditions were determined to have been met as of February 28, 2019.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- Represent the portion of a PRSU award made on February 6, 2017 that was determined to be earned based on performance for the period ending December 28, 2018. The established performance and service conditions were determined to have been met as of February 28, 2019.

Reporting Owners 2

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- Represent the portion of a PRSU award made on February 6, 2017 that was determined to be earned based on performance for the period (4) ending December 28, 2018. The established performance conditions were determined to have been met as of February 28, 2019. The PRSUs are scheduled to vest on January 3, 2020, provided the reporting person is employed by the Issuer on the vesting date.
- (5) Grant of restricted stock units that vest in three approximately equal annual installments on the last day of each fiscal year beginning in 2019.

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.