

INTEGRA LIFESCIENCES HOLDINGS CORP
 Form 4
 December 09, 2004

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 *
 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
 Officer (give title below) _____ Other (specify 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)
 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 or Price | | |
| 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) |
|-----------------|-------|---|------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 5.875 | 12/07/2004 | | M | 7,753 | (3) 12/31/2005 | Common Stock | 7,753 | |
| Incentive Stock Option (right to buy) | \$ 11.5 | 12/07/2004 | | M | 938 | (3) 09/19/2006 | Common Stock | 938 | |
| Incentive Stock Option (right to buy) | \$ 13.625 | 12/07/2004 | | M | 4,163 | (3) 12/30/2006 | Common Stock | 4,163 | |
| Incentive Stock Option (right to buy) | \$ 19.27 | 12/07/2004 | | M | 911 | (3) 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

 Signature of Date
Reporting Person

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. 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.