#### Edgar Filing: INTEGRA LIFESCIENCES HOLDINGS CORP - Form 4

#### INTEGRA LIFESCIENCES HOLDINGS CORP

Form 4 May 19, 2008

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

HENNEMAN JOHN B III

(Middle)

(First)

311 C ENTERPRISE DRIVE

(Street)

2. Issuer Name and Ticker or Trading

Symbol

INTEGRA LIFESCIENCES HOLDINGS CORP [IART]

3. Date of Earliest Transaction

(Month/Day/Year) 05/16/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner X\_ Officer (give title Other (specify

below)

EVP, Finance & Admin & CFO

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

PLAINSBORO, NJ 08536

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

4. Securities

(A)

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership Form: Direct (T) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	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		(2)(3)	(2)(3)	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.
  - 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,
- (2) 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.
  - 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
- (3) 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. 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.

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