

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>HENNEMAN JOHN B III</u> (Last) (First) (Middle) <u>311 C ENTERPRISE DRIVE</u> (Street) <u>PLAINSBORO NJ 08536</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>INTEGRA LIFESCIENCES HOLDINGS CORP [IART]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Finance & Admin & CFO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2008</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | | | | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |
| Performance Stock | (I) | 05/16/2008 | | A | | 4,366 | (2)(3) | (2)(3) | Common Stock | 4,366 | \$0.00 | 4,366 | D |

Explanation of Responses:

- 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, 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 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.

/s/ Kathryn Lamping, attorney-in-fact 05/19/2008

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes Wilma Davis, Richard Gorelick, Kathryn Lamping and Richard Porter to execute for and on behalf of the undersigned Forms 3, 4 and 5, and any amendments thereto, and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in Integra LifeSciences Holdings Corporation (the "Company"). The undersigned also authorizes the above persons to execute for and on behalf of the undersigned any Form ID or similar document required to obtain or renew Securities and Exchange Commission electronic filings codes and passwords and cause such form(s) to be submitted to and/or filed with the Securities and Exchange Commission. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of October, 2007.

/s/ John B. Henneman, III

Print Name: John B. Henneman, III.