SEC Form 4

FORM 4

UNITED 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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					0	or Seci	lon 30(n) 0	r the I	nvestme	nt Co	mpany Act	01 1940							
1. Name and Address of Reporting Person [*] CARLOZZI GERARD S				IN	2. Issuer Name and Ticker or Trading Symbol <u>INTEGRA LIFESCIENCES HOLDINGS</u> <u>CORP</u> [IART]								Checl	ationship of Reporting k all applicable) Director Officer (give title		g Person(s) to Issue 10% Owr Other (sp		vner	
(Last)	(Fir	rst) ((Middle)			3. Date of Earliest Transaction (Month/Day/Year) 11/02/2006								Х	below)	ief Oper	rating	below)	
(Street)					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)								3. Indiv Line) X	- /				
(City)	(Sta	ate) ((Zip)											л				One Report	
		Tal	ble I - No	n-Deri	ivativ	/e Se	curities	Acc	quired,	Dis	posed o	f, or B	eneficia	ally (Owned				
1. Title of Security (Instr. 3) 2. Trans Date (Month/			/Day/Year) if a		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispose Code (Instr.			rities Acquired (A) ed Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following		Form	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) (D)	or Price	e	 Reported Transaction(s) (Instr. 3 and 4) 				(Instr. 4)
			Table II -								osed of, onvertik				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,		ransaction Derivative ode (Instr. Securities			6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3 and 4)				rities ring ve Securit	Derivative Security		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amour or Numbe of Sha	er		(Instr. 4)			

Explanation of Responses:

(1)

Performance

Stock

1. Each share of performance stock represents a contingent right to receive one share of the Issuer's common stock.

2. On January 3, 2006, the reporting person was granted 100,000 shares of performance stock whereby 100,000 shares of common stock would be issued to the reporting person after the end of the performance period if a predetermined performance goal attributable to the Issuer was attained at any time during the performance period (i.e., January 1, 2006 through December 31, 2008). The performance goal was met, based upon the information provided in the Issuer's press release issued on November 2, 2006; 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.

(2)(3)

100,000

3. 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 prior to the end of the performance period. The shares will be delivered earlier if the Issuer experiences a change in control prior to the end of the performance period and the reporting person is employed by the Issuer at such time

<u>/s/ Jeffrey Hellman, Attorney-</u>	11/06/2006
in-Fact	11/00/2000

** Signature of Reporting Person Date

100,000

\$<mark>0</mark>

100,000

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(2)(3)

Commor

Stock

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).

11/02/2006

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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.