

| OMB APPROVAL                                 |           |
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**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

|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>SOROS GEORGE</u><br><br>(Last) (First) (Middle)<br><u>C/O SOROS FUND MANAGEMENT LLC</u><br><u>888 SEVENTH AVENUE, 33RD FLOOR</u><br><br>(Street)<br><u>NEW YORK NY 10106</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>INTEGRA LIFE SCIENCES HOLDINGS CORP [ IART ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below)                       |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>03/03/2004</u>                              |   |
|  |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |

**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  | (A) or (D) | Price     |   |  |   |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 519   | D          | \$30.56   | 3,310,505   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 200   | D          | \$30.54   | 3,310,305   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 600   | D          | \$30.53   | 3,309,705   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 800   | D          | \$30.445  | 3,308,905   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 1,112   | D          | \$30.4674 | 3,307,793   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 856   | D          | \$30.5    | 3,306,937   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 500   | D          | \$30.4904 | 3,306,437   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 500   | D          | \$30.4457 | 3,305,937   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 228   | D          | \$30.4644 | 3,305,709   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 100   | D          | \$30.4572 | 3,305,609   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 190   | D          | \$30.4447 | 3,305,419   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 217   | D          | \$30.43   | 3,305,202   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 300   | D          | \$30.4233 | 3,304,902   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 400   | D          | \$30.4675 | 3,304,502   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 900   | D          | \$30.4589 | 3,303,602   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 322   | D          | \$30.49   | 3,303,280   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 450   | D          | \$30.4411 | 3,302,830   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 900   | D          | \$30.4278 | 3,301,930   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 800   | D          | \$30.42   | 3,301,130   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 800   | D          | \$30.415  | 3,300,330   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |

**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  | (A) or (D) | Price     |   |  |   |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 400   | D          | \$30.485  | 3,299,930   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 1,000   | D          | \$30.48   | 3,298,930   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 882   | D          | \$30.45   | 3,298,048   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 665   | D          | \$30.4325 | 3,297,383   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 400   | D          | \$30.435  | 3,296,983   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 420   | D          | \$30.44   | 3,296,563   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 400   | D          | \$30.365  | 3,296,163   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 24  | D          | \$30.4    | 3,296,139   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 300   | D          | \$30.41   | 3,295,839   | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |
| Common Stock                    | 03/03/2004                           |  | s                              |   | 539   | D          | \$30.4033 | 3,295,300 <sup>(5)</sup>  | I  | See footnotes <sup>(1)</sup><br>(2)(3)(4)             |

**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 | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- Each of the transactions in common shares, \$0.01 par value per share, of the Issuer ("Common Stock") reported herein was effected in the form of a single trade or a group of trades at the same sale price, portions of which were allocated between the accounts of QIP and SFM Domestic Investments (each as defined below).
- Of each trade, approximately 79.11% of the amount of Common Stock reported herein was allocated to the account of Quantum Industrial Partners LDC ("QIP"), an exempted limited duration company formed under the laws of the Cayman Islands. QIH Management Investor, L.P. ("QIHMI"), an advisory firm organized as a Delaware limited partnership, is a minority shareholder of, and is vested with investment discretion with respect to, portfolio assets held for the account of QIP. The sole general partner of QIHMI is QIH Management LLC ("QIH Management"), a limited liability company formed under the laws of the State of Delaware. Soros Fund Management LLC ("SFM LLC"), a limited liability company formed under the laws of the State of Delaware, is the sole managing member of QIH Management. The Reporting Person is the Chairman of SFM LLC.
- Of each trade, approximately 20.89% of the amount of the Common Stock reported herein was allocated to the account of SFM Domestic Investments LLC, a limited liability company formed under the laws of the State of Delaware ("SFM Domestic Investments"). The Reporting Person is the sole managing member of SFM Domestic Investments and in such capacity may be deemed to have voting and dispositive power over the Common Stock held for the account of SFM Domestic Investments.
- The filing of this statement shall not be deemed an admission that the Reporting Person is the beneficial owner of any securities not held directly for his account for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.
- Of the 3,295,300 shares of Common Stock reported herein, (i) 2,606,892 are held for the account of QIP and (ii) 688,408 are held for the account of SFM Domestic Investments.

**Remarks:**

John F. Brown as Attorney-in-Fact for George Soros      03/05/2004

\*\* 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.