

INTEGRA LIFESCIENCES HOLDINGS CORP
 Form 4
 March 25, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Arduini Peter J

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)
 03/23/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/24/2015		M	207	\$ 0	23,419	D
Common Stock	03/24/2015		F	207	\$ 62.65	23,212	D
Common Stock	03/24/2015		F	5,603	\$ 62.65	17,609	D

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

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SEC 1474 (9-02)

number.

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 62.1	03/23/2015		A	59,791	<u>(1)</u>	03/23/2023	Common Stock	59,791
Restricted Stock Units/Contract Stock	\$ 0 <u>(2)</u>	03/23/2015		A	12,883	<u>(2)</u>	<u>(2)</u>	Common Stock	12,883
Restricted Stock Units/Contract Stock	\$ 0 <u>(3)</u>	03/24/2015		M	207	<u>(3)</u>	<u>(3)</u>	Common Stock	207

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arduini Peter J 311 C ENTERPRISE DRIVE PLAINSBORO, NJ 08536	X		President & CEO	

Signatures

/s/ Richard D. Gorelick;
Attorney-in-Fact

03/25/2015

**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).

- The Compensation Committee approved a grant for Mr. Arduini in the form of non-qualified stock options representing 30% of his annual equity award for his 2014 performance, with a grant value of \$1,200,000. The grant will vest as to one-third of the shares on the first anniversary of the grant date of 03/23/2015 and thereafter in monthly installments through the following twenty-four months.
- (1) annual equity award for his 2014 performance, with a grant value of \$1,200,000. The grant will vest as to one-third of the shares on the first anniversary of the grant date of 03/23/2015 and thereafter in monthly installments through the following twenty-four months.
 - (2) The award was a contract stock unit award which will vest in three annual equal installments on the first, second and third anniversaries of the grant date of 03/23/2015 which shall be delivered to Mr. Arduini within 30 days following the first business day that occurs

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immediately following the six month period after the date of his separation of service as deferred compensation. This award is subject to accelerated vesting upon termination of employment by reason of death or disability or upon a qualifying termination on or within 24 months following the date of a change in control.

- The award was a contract stock unit award which will vest in three annual equal installments on the first, second and third anniversaries of the grant date of 03/24/2014 of which the first installment vested on 03/24/2015 and which shall be delivered to Mr. Arduini within 30
- (3) days following the first business day that occurs immediately following the six month period after the date of his separation of service as deferred compensation. This award is subject to accelerated vesting upon termination of employment by reason of death or disability or upon a qualifying termination on or within 24 months following the date of a change in control.

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.