

INTEGRA LIFESCIENCES HOLDINGS CORP
 Form 4
 August 21, 2008

FORM 4

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

OMB APPROVAL

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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 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 *
ESSIG STUART

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)
08/19/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President and 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/19/2008 | 08/19/2008 | S | | 200,000 | D | \$ 47.5453 <u>(1)</u> |
| Common Stock | 08/19/2008 | 08/19/2008 | M | | 5,665 | A | \$ 17.65 |
| Common Stock | 08/19/2008 | 08/19/2008 | M | | 30,543 | A | \$ 17.65 |
| Common Stock | 08/19/2008 | 08/19/2008 | S | | 30,543 | D | \$ 47.5015 <u>(2)</u> |

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option Right to Buy | \$ 17.65 | 08/19/2008 | 08/19/2008 | M | 5,665 | (3) 12/31/2008 | Common Stock | 5,665 |
| Non-Qualified Stock option (right to buy) | \$ 17.65 | 08/19/2008 | 08/19/2008 | M | 30,543 | (3) 12/31/2008 | Common Stock | 30,543 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ESSIG STUART 311 C ENTERPRISE DRIVE PLAINSBORO, NJ 08536 | X | | President and CEO | |

Signatures

Kathryn S. Lamping,
Attorney-in-Fact

08/21/2008

__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) the price shown above represents the weighted average price of the shares sold. The range of the sale prices was \$47.50 to \$48.42

(2) the price shown above represents the weighted average price of the shares sold. The range of the sale prices was \$47.50 to \$47.56

(3) 25% of the option vested one year after 12/31/2002 and the remaining 75% vested monthly thereafter over 36 months

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

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