

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   |
| Non-Qualified Stock Option (right to buy)  | \$ 62.1  | 03/23/2015                           |  | A                              | 59,791  | (1) 03/23/2023   | Common Stock  |
| Restricted Stock Units/Contract Stock      | \$ 0 (2)   | 03/23/2015                           |  | A                              | 12,883  | (2) (2)  | Common Stock  |
| Restricted Stock Units/Contract Stock      | \$ 0 (3)   | 03/24/2015                           |  | M                              | 207   | (3) (3)  | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Arduini Peter J<br>311 C ENTERPRISE DRIVE<br>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.