

INTEGRA LIFESCIENCES HOLDINGS CORP
 Form 4
 February 25, 2016

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)
 02/23/2016

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)
			Code	V	Amount (D) or Price (A)		
Common Stock	02/23/2016		A		6,783 (1) \$ 0 23,554 (2)	D	
Common Stock	02/23/2016		A		14,384 (3) \$ 0 37,938 (2)	D	
Common Stock	02/23/2016		A		12,285 (4) \$ 0 50,223 (2)	D	

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Stock	(5)	02/23/2016		A	14,800	(5) (5)	Common Stock	14,800

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

02/25/2016

**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) On February 23, 2016, the Compensation Committee certified that the Company achieved (i) its performance goal for fiscal year 2015, at least a 3% increase in annual revenue over the prior fiscal year, under the March 25, 2013 Performance Stock Award and (ii) the catch-up performance goal during the performance period from 2013 through 2015 for the March 25, 2013 Performance Stock Award, a compound annual growth rate in the Company's annual revenue equal to or greater than 3% from the Company's 2012 fiscal year. Accordingly, 67% of the shares will vest on March 25, 2016, the third anniversary of the grant date.

(2) Includes 464 shares of common stock issued as restricted stock pursuant to the anti-dilution provisions of the award in connection with the spin-off of SeaSpine Holdings Corporation on July 1, 2015.

(3) On February 23, 2016, the Compensation Committee certified that the Company achieved its performance goal for fiscal year 2015, at least a 3% increase in annual revenue over the prior fiscal year, under the March 24, 2014 Performance Stock Award. Accordingly, 33% of the shares will vest on March 24, 2016, the second anniversary of the grant date.

(4) On February 23, 2016, the Compensation Committee certified that the Company achieved its performance goal for fiscal year 2015, at least a 3% increase in annual revenue over the prior fiscal year, under the March 23, 2015 Performance Stock Award. Accordingly, 33% of the shares will vest on March 23, 2016, the first anniversary of the grant date.

(5)

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On February 23, 2016, the Compensation Committee certified that the Company achieved (i) its performance goal for fiscal year 2015, at least a 3% increase in annual revenue over the prior fiscal year, under the March 25, 2013 Performance Stock Award and (ii) the catch-up performance goal during the performance period from 2013 through 2015 for the March 25, 2013 Performance Stock Award, a compound annual growth rate in the Company's annual revenue equal to or greater than 3% from the Company's 2012 fiscal year. Accordingly, 67% of the shares will vest on March 25, 2016, the third anniversary of the grant date and will be distributed to Mr. Arduini within 30 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 performance stock award is subject to accelerated vesting upon termination of employment by reason of death, disability, without cause, or termination by Mr. Arduini for good reason

- (6) Includes 942 shares of common stock issued as deferred performance stock pursuant to the anti-dilution provisions of the award in connection with the spin-off of SeaSpine Holdings Corporation on July 1, 2015.

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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