

Dzedzic Joseph W
 Form 4
 July 19, 2017

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 *
 Dzedzic Joseph W

(Last) (First) (Middle)
 10000 WEHRLE DRIVE
 (Street)

CLARENCE, NY 14031

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Integer Holdings Corp [ITGR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/17/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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) | | 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) Price | | | |
| Common Stock | 07/17/2017 | | D ⁽¹⁾ | | 825 | D \$ 0 8,451 | D | |
| Common Stock | 07/17/2017 | | M | | 6,299 | A \$ 0 14,750 | D | |
| Common Stock | 07/17/2017 | | F | | 1,723 | D \$ 0 13,027 | 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 of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | \$ 0 | 07/17/2017 | | M | | 07/17/2017 ⁽²⁾ | ⁽²⁾ | Common |
| Restricted Stock Unit | \$ 0 | 07/17/2017 | | J ⁽²⁾ | | 07/17/2017 ⁽²⁾ | ⁽²⁾ | Common |
| Restricted Stock Units | \$ 0 | 07/17/2017 | | A | 22,883 | 12/29/2017 ⁽³⁾ | ⁽³⁾ | Common |
| Restricted Stock Units | \$ 0 | 07/17/2017 | | A | 11,638 | 12/29/2017 ⁽³⁾ | ⁽³⁾ | Common |
| Non-Qualified Stock Options | \$ 43.7 | 07/17/2017 | | A | 67,613 | 12/29/2017 ⁽⁴⁾ | 07/17/2027 | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dziejdzic Joseph W 10000 WEHRLE DRIVE CLARENCE, NY 14031 | X | | President & CEO | |

Signatures

/s/ Timothy G. McEvoy as attorney-in-fact for Joseph W. Dziejdzic

07/19/2017

__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) Represents the forfeiture of a portion of the restricted stock grant received by Mr. Dziejdzic for service as a non-employee director of Integer Holdings Corporation for fiscal 2017 given Mr. Dziejdzic's appointment as President & Chief Executive Officer of Integer.

(2) Pursuant to the restricted stock award letter dated March 27, 2017, Mr. Dziejdzic received a pro-rated vesting based on the term of his service as Interim President and Chief Executive Officer. As a result of his appointment as Chief Executive Officer on July 17, 2017, Mr. Dziejdzic received and immediately vested in 6,299 restricted stock units and forfeited the remaining 12,598 of restricted stock units.

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- (3) Grant of restricted stock units that vest in three equal annual installments on the last day of each fiscal year beginning in fiscal year 2017.
- (4) Grant of non-qualified stock options that vest in three equal annual installments on the last day of each fiscal year beginning in fiscal year 2017.

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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