

INTEGRATED BIOPHARMA INC

Form 5

August 14, 2008

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

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1. Name and Address of Reporting Person *
Chang Glenn

(Last) (First) (Middle)

C/O INGEGRATED BIOPHARMA,
INC.,Â 201 ROUTE 22

(Street)

HILLSIDE,Â NJÂ 07205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INTEGRATED BIOPHARMA INC
[INBP]

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
06/30/2008

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)

6. Individual or Joint/Group Reporting

(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) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Unit	02/07/2007	Â	A4 ⁽¹⁾	10,200 A Amount (D) Price \$ 0 (1)	13,900 ⁽²⁾	D	Â
Restricted Stock Unit	11/16/2007	Â	A4 ⁽³⁾	10,500 A Amount (D) Price \$ 0 (1)	13,900 ⁽²⁾ (3)	D	Â

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

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SEC 2270
(9-02)

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 6.8	02/07/2007	Â	A4 ⁽⁴⁾	4,800 Â	Â ⁽⁴⁾ 02/07/2012	Common Stock 4,800
Stock Options	\$ 3.05	11/16/2007	Â	A4 ⁽⁵⁾	4,500 Â	Â ⁽⁵⁾ 11/02/2012	Common Stock 4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chang Glenn C/O INEGRATED BIOPHARMA, INC. 201 ROUTE 22 HILLSIDE,Â NJÂ 07205	Â X	Â	Â	Â

Signatures

/s/ GLENN
CHANG
08/14/2008

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) On February 7, 2007, the Reporting Person was granted 10,200 Restricted Stock Units as compensation for serving as a director of the Issuer. Each Restricted Stock Unit consists of a right to the issuance of one share of common stock, par value \$.002 ("Common Stock"). The Restricted Stock Units are subject to a three-year vesting period.
- (2) Represents the amount of securities beneficially owned by the Reporting Person as of the date hereof.
- (3) On November 16, 2007, the Reporting Person was granted 10,500 Restricted Stock Units as compensation for serving as a director of the Issuer. Each Restricted Stock Unit consists of a right to the issuance of one share of Common Stock. The Restricted Stock Units are subject to a three-year vesting period. None of the Restricted Stock Units are included in the amount of securities beneficially owned following the reported transaction in column 5, as none of the Restricted Stock Units will vest in the next 60 days.
- (4) On February 7, 2007, the Reporting Person was granted a stock option to purchase 4,800 shares of Common Stock at an exercise price of \$6.80 per share as compensation for serving as a director of the Issuer. These stock options are subject to a three-year vesting period, with an initial annual vesting date of December 20, 2007.

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- On November 16, 2007, the Reporting Person was granted a stock option to purchase 4,500 shares of Common Stock at an exercise price of \$3.05 per share as compensation for serving as an officer and director of the Issuer. These stock options are subject to a three-year
- (5) vesting period, with an initial annual vesting date of December 16, 2007. None of these stock options are included in the amount of derivative securities beneficially owned following the reported transaction in column 9, as none of the stock options will vest in the next 60 days.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.