

RIVA KAY
Form 4
February 15, 2007

FORM 4

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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIVA KAY

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O INTEGRATED BIOPHARMA,
INC., 225 LONG AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Vice President

(Street)
HILLSIDE, NJ 07025

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Restricted Stock Unit (1)	02/07/2007		A		34,000	A	\$ 6.8
					702,801 (1)	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	8. Amount or Number of Shares
Stock Options	\$ 6.8	02/07/2007		A	16,000	(2) 02/07/2017	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIVA KAY C/O INTEGRATED BIOPHARMA, INC. 225 LONG AVENUE HILLSIDE, NJ 07025	X		Vice President	

Signatures

/s/ Riva
Sheppard

02/15/2007

**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).

- On February 7, 2007, the Reporting Person was granted 34,000 Restricted Stock Units as compensation for serving as a director and officer of the Issuer. Each Restricted Stock Unit consists of a right to the issuance of one share of common stock, par value \$.01
- (1) ("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.
- On February 7, 2007, the Reporting Person was granted a stock option to purchase 16,000 shares of Common Stock at an exercise price of \$6.80 per share for serving as a director and officer of the Issuer. These stock options are subject to a three-year vesting period, with an initial annual vesting date of December 20, 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.
- (2)

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.