

INTEGRA LIFESCIENCES HOLDINGS CORP
 Form 4/A
 February 10, 2005

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 *
 ESSIG STUART

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)
 07/27/2004

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

PLAINSBORO, NJ 08536
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/29/2004

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) (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	07/27/2004		A ⁽¹⁾	0 ⁽¹⁾ A \$ 0	555,774 ⁽¹⁾	D	

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

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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 Underlying (Instr. 3 and 7)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	07/27/2004		A	750,000	12/31/2009 ⁽²⁾ 06/30/2029 ⁽²⁾	Common Stock
Incentive Stock Option (right to buy)	\$ 0	07/27/2004		A ⁽³⁾	0 ⁽³⁾	⁽³⁾ ⁽³⁾	Common Stock
Non-Qualified Stock Options (right to buy)	\$ 31.38	07/27/2004		A	250,000 ⁽³⁾	07/27/2005 ⁽⁴⁾ 07/27/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESSIG STUART 311 C ENTERPRISE DRIVE PLAINSBORO, NJ 08536	X		President and CEO	

Signatures

/s/ Stuart M. Essig
02/09/2005

**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 July 29, 2004, the Reporting Person reported on Table I the July 27, 2004 grant of a contract stock unit award providing for the payment of 750,000 shares of the Issuer's common stock. This filing amends the July 29, 2004 filing to change the reporting of this grant from Table I to Table II. As a result, the amount of shares of common stock reported in Column 5 of Table I exclude these securities.
- This award provides for the payment of 750,000 shares of the Issuer's common stock (one share of common stock for each restricted stock unit), which shall generally be delivered to the Reporting Person following his termination of employment or retirement, but not before December 31, 2009, or later upon certain circumstances, or earlier if he is terminated without cause, if he leaves his position for good reason or upon a change of control. Delivery of the shares of common stock may be deferred by the Reporting Person, but not beyond June 30, 2029.
- (2)
- (3) On July 29, 2004, the Reporting Person reported on Table II a July 27, 2004 grant of a Non-Qualified Stock Option to purchase 247,292 shares of the Issuer's common stock and a July 27, 2004 grant of an Incentive Stock Option to purchase 2,708 shares of the Issuer's common stock. This filing amends the reporting of these grants to reflect that the Non-Qualified Stock Option was for the purchase of 250,000 shares of the Issuer's common stock and that no Incentive Stock Option was granted.
- (4) 25% of the options vest one year after the grant date, with the remaining 75% vesting monthly thereafter over 36 months.

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