INTEGRA LIFESCIENCES HOLDINGS CORP
Form 4
December 16, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESSIG STUART

(Last) (First) (Middle)

311 C ENTERPRISE DRIVE

(Street)

PLAINSBORO, NJ 08536

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INTEGRA LIFESCIENCES HOLDINGS CORP [IART]

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Variable Forward Sale Contract	(1) (2)		12/14/2004	J(1)(2)		1 (1) (2)		(2)	03/28/2013	Common Stock	500,000	

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	12/16/2004
**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 December 14, 2004, Stuart M. Essig, the President and Chief Executive Officer of Integra LifeSciences Holdings Corporation (the "Company"), entered into a variable forward sale contract (the "Forward Sale Contract") with Credit Suisse First Boston Capital LLC ("CSFB") for 500,000 shares of the Company's common stock. Pursuant to the terms of the Forward Sale Contract, CSFB will sell up to 500,000 shares of the Company's common stock into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended.

(2) The terms of the Forward Sale Contract provide that on March 28, 2013 (the "Settlement Date"), Mr. Essig will deliver between 264,550 and 500,000 shares of the Company's common stock (or, at the election of Mr. Essig, the cash equivalent of such shares) to CSFB. The number of shares (or the cash equivalent of such shares) that Mr. Essig will be required to deliver to CSFB will depend upon the average price of the Company's common stock for the 20 trading days prior to and including the Settlement Date.

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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