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INTEGRATED BIOPHARMA INC

Form 5

1. Title of

Derivative

Conversion

December 14, 2006

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer KAY ROBERT Symbol INTEGRATED BIOPHARMA INC (Check all applicable) [INB] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 06/30/2007 C/O INTEGRATED BIOPHARMA. INC., 225 LONG AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) HILLSIDE, NJÂ 07025 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of contained in this form are not required to respond unless securities beneficially owned directly or indirectly. (9-02)the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Transaction

5. Number of

Derivative

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

7. Title and Amou

Underlying Secur

Date Exercisable and

Expiration Date

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A Disposed of (Instr. 3, 4, 3)	(D)	(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Employee Stock Options (Right to Buy)	\$ 0.85	02/04/2003	Â	A4	200,000	Â	02/04/2004	02/04/2013	Common Stock	20
Employee Stock Options (Right to Buy)	\$ 9.9	12/04/2003	Â	A4	100,000	Â	12/04/2004	12/04/2013	Common Stock	10
Employee Stock Options (Right to Buy)	\$ 6.3	09/21/2004	Â	A4	100,000	Â	09/21/2005	09/21/2014	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships					
Topolonia o mari mano i tautoso	Director	10% Owner	Officer	Other		
KAY ROBERT C/O INTEGRATED BIOPHARMA, INC. 225 LONG AVENUE	ÂΧ	Â	Â	Â		
HILLSIDE, NJ 07025						

Signatures

/s/ Robert B.
Kay

12/13/2006

**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) Granted to the Reporting Person in connection with the Reporting Person's service as a director of the Issuer.

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.

Reporting Owners 2