KAY CHRISTINA

Form 4

February 15, 2007

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires:

2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

KAY CHRISTINA

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

INTEGRATED BIOPHARMA INC

(Check all applicable)

[INBP]

(Month/Day/Year)

02/07/2007

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

10% Owner Other (specify

C/O INTEGRATED BIOPHARMA.

(First)

INC., 225 LONG AVE

Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

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

X Form filed by One Reporting Person

Form filed by More than One Reporting

Issuer

below)

HILLSIDE, NJ 07205

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

(D) Price Code V Amount

Restricted Stock Unit

(1)

02/07/2007

34,000 A Α

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 SEC 1474 information contained in this form are not (9-02)required to respond unless 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)

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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. Transactic Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	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					
, G	Director	10% Owner	Officer	Other		
KAY CHRISTINA C/O INTEGRATED BIOPHARMA, INC. 225 LONG AVE HILLSIDE, NJ 07205	X		Vice President			

Signatures

/s/Christina M.

Kay 02/15/2007

**Signature of Date Reporting Person

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 as compensation for serving as a director and officer of the Issuer. These stock options are subject to a three-year
- (2) 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.

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.

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