

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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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 *
 OGRADY JUDITH

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)
 11/01/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP, Regulatory, Quality

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

4. If Amendment, Date Original Filed (Month/Day/Year)
 11/19/2004

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (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 Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|--|
| Incentive Stock Option (right to buy) <u>(2)</u> | \$ 32.02 | 11/01/2004 | A | 58 | | | | | <u>(1)</u> | 11/01/2010 | Common Stock | 58 |
| Incentive Stock Option (right to buy) <u>(2)</u> | \$ 32.02 | 11/01/2004 | A | 230 | | | | | <u>(1)</u> | 11/01/2010 | Common Stock | 230 |
| Incentive Stock Option (right to buy) <u>(2)</u> | \$ 32.02 | 11/01/2004 | A | 230 | | | | | <u>(1)</u> | 11/01/2010 | Common Stock | 230 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 32.02 | 11/01/2004 | A | 192 | | | | | <u>(1)</u> | 11/01/2010 | Common Stock | 192 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 32.02 | 11/01/2004 | A | 770 | | | | | <u>(1)</u> | 11/01/2010 | Common Stock | 770 |
| Non-Qualified Stock Option (right to buy) <u>(2)</u> | \$ 32.02 | 11/01/2004 | A | 770 | | | | | <u>(1)</u> | 11/01/2010 | Common Stock | 770 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OGRADY JUDITH 311 C ENTERPRISE DRIVE PLAINSBORO, NJ 08536 | | | Senior VP, Regulatory, Quality | |

Signatures

/s/ Judith

O'Grady

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) 25% of the combined Incentive Stock Options and Non-Qualified Stock Options set forth in Table II vest one year after the grant date, with the remaining 75% vesting monthly thereafter over 36 months.
- Note: On the Form 4 originally filed, the option grants set forth in Table II above were aggregated on one line in Table II and
- (2) inadvertently included in Table I as well. This amendment is being filed to remove the securities from Table I and to separate the different grants in Table II.

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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