

CARUSO RICHARD E
Form 4
November 26, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CARUSO RICHARD E

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2004

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

311 C ENTERPRISE DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PLAINSBORO, NJ 08536

(City) (State) (Zip)

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 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative 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
Variable Forward Sale Contract	(1) (2)	11/23/2004	J(1)(2)	1 (1) (2)					(2)	01/15/2013	Common Stock	600,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARUSO RICHARD E 311 C ENTERPRISE DRIVE PLAINSBORO, NJ 08536	X	X		

Signatures

/s/ Richard E.
Caruso

11/26/2004

__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).

On November 23, 2004, Tru St Partnership LP, a Pennsylvania limited partnership (the "Partnership") of which Dr. Richard E. Caruso, the Chairman of the Board of Directors of Integra LifeSciences Holdings Corporation (the "Company"), is a partner and the President, entered into a variable forward sale contract (the "Forward Sale Contract") with Credit Suisse First Boston Capital LLC ("CSFB") for

(1) 600,000 shares of the Company's common stock. Pursuant to the terms of the Forward Sale Contract, CSFB intends to sell up to 600,000 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. Dr. Caruso disclaims beneficial ownership of the shares held by the Partnership except to the extent of his pecuniary interest therein.

The terms of the Forward Sale Contract provide that on January 15, 2013 (the "Settlement Date"), the Partnership will deliver between

(2) 322,581 and 600,000 shares of the Company's common stock (or, at the election of the Partnership, the cash equivalent of such shares) to CSFB. The number of shares (or the cash equivalent of such shares) that the Partnership 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. 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.