DESANTIS CARL
Form 4
October 28, 2009

FORM 4

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

OMB APPROVAL

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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 *
DESANTIS CARL

(Last) (First) (Middle)

C/O INTEGRATED BIOPHARMA, INC., 225 LONG AVENUE, BLDG 15

(Street)

HILLSIDE, NJ 07205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INTEGRATED BIOPHARMA INC [INBP.OB]

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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			
Common Stock	08/21/2008	08/21/2008	J		50,000	A	$ 0 (1)	6,016,244	I	See Note 1
Common Stock	11/21/2008	11/21/2008	J		50,000	A	$ 0 (2)	6,066,244	I	See Note 2
Common Stock	02/21/2009	02/21/2009	J		50,000	A	$ 0 (3)	6,116,244	I	See Note 3
Common Stock	04/06/2009	04/06/2009	P		87,111	A	$ 0.53	6,203,355	D	
	05/21/2009	05/21/2009	J		50,000	A		6,253,355	I	See Note 4

Common Stock						$ 0 (4)			
Common Stock	08/21/2009	08/21/2009	J	50,000	A	$ 0 (5)	6,303,355 (6)	I	See Note 5

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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)		5. Number of Derivative 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DESANTIS CARL C/O INTEGRATED BIOPHARMA, INC. 225 LONG AVENUE, BLDG 15 HILLSIDE, NJ 07205	X	X		

Signatures

/s/ Carl DeSantis	10/28/2009
**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) Common stock issued to CD Financial, LLC of which Mr. DeSantis is the Manager on the second 90 day anniversary of the issuance of the convertible subordinated debt.

(2) Common stock issued to CD Financial, LLC of which Mr. DeSantis is the Manager on the third 90 day anniversary of the issuance of the convertible subordinated debt.

(3) Common stock issued to CD Financial, LLC of which Mr. DeSantis is the Manager on the forth 90 day anniversary of the issuance of the convertible subordinated debt.

(4) Common stock issued to CD Financial, LLC of which Mr. DeSantis is the Manager on the fifth 90 day anniversary of the issuance of the convertible subordinated debt.

(5) Common stock issuable to CD Financial, LLC of which Mr. DeSantis is the Manager on the sixth 90 day anniversary of the issuance of the convertible subordinated debt.

(6) Includes (i) 819,629 shares owned by CDS Group Holdings, LLC, of which Mr. DeSantis is the manager; (ii) 2,250,000 shares of common stock issuable upon exercise of presently convertible subordinated debt of $4.5 million held by CD Financial, LLC of which Mr. DeSantis is the manager; and (iii) 54,500 shares of common stock issuable upon exercise of presently exercisable stock options. This number does not include 50,000 shares of common stock issuable to CD Financial, LLC upon the seventh 90 day anniversary of the issuance of the convertible subordinated debt on November 21, 2009 and