

INTEGRATED BIOPHARMA INC
Form 5
August 14, 2008

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DESANTIS CARL

(Last) (First) (Middle)

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)

^

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Unit	02/07/2007	^	A4 ⁽¹⁾	14,301 A	\$ 0 (1) 3,706,977 (2)	D	^
Restricted Stock Unit	11/16/2007	^	A4 ⁽³⁾	10,500 A	\$ 0 (3) 3,706,977 (2)	D	^

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 2270 (9-02)

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. 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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 3.36	11/16/2007	Â	A4 ⁽⁴⁾	4,500	Â	Â ⁽⁴⁾	11/02/2017	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DESANTIS CARL Â	Â X	Â X	Â	Â

Signatures

/s/ CARL
DESANTIS
08/14/2008

**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 February 7, 2007, the Reporting Person was granted 14,301 Restricted Stock Units as compensation for serving as a director of the

(1) Issuer. Each Restricted Stock Unit consists of a right to the issuance of one share of common stock, par value \$.002 ("Common Stock"). The Restricted Stock Units are subject to a three-year vesting period.

(2) Represents the amount of securities beneficially owned by the Reporting Person as of the date hereof and includes shares held by CD Financial, LLC, an affiliate of the Reporting Person.

On November 16, 2007, the Reporting Person was granted 10,500 Restricted Stock Units as compensation for serving as a director of the

(3) Issuer. Each Restricted Stock Unit consists of a right to the issuance of one share of Common Stock. The Restricted Stock Units are subject to a one-year vesting period.

On November 16, 2007, the Reporting Person was granted a stock option to purchase 4,500 shares of Common Stock at an exercise price

(4) of \$3.36 per share as compensation for serving as a director of the Issuer. These stock options are subject to a one-year vesting period, with an initial monthly vesting date of December 16, 2007.

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.