

LEACH JEFFREY R
Form 3
November 17, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>LEACH JEFFREY R</p> <p>(Last) (First) (Middle)</p> <p>C/O INTEGRATED BIOPHARMA, INC., 225 LONG AVENUE</p> <p>(Street)</p> <p>HILLSIDE, NJ 07205</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/05/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INTEGRATED BIOPHARMA INC [INBP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President and CEO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 274,100 ⁽¹⁾ | D | À |
| Restricted Stock Units | 6,800 ⁽²⁾ | D | À |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|---------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|
| Stock Options | Â (3) | 02/07/2017 | Common Stock | 4,800 (3) | \$ 6.8 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEACH JEFFREY R C/O INTEGRATED BIOPHARMA, INC. 225 LONG AVENUE HILLSIDE, NJ 07205 | Â X | Â | Â President and CEO | Â |

Signatures

/s/ Jeffrey Leach 11/17/2008

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 250,000 shares of restricted stock that were granted on August 8, 2008 to the Reporting Person with a three-year vesting period with an initial annual vesting date of January 1, 2009. The shares were issued in connection with a Consulting Agreement entered into between the Reporting Person and the Issuer to provide consulting and specialized services to the Issuer in the area of finance, acquisition of product lines, refinancing of existing debt and capital raising under the direction of the Issuer, including for any company in which the Issuer has an ownership interest.

(2) On February 7, 2007, the Reporting Person was granted 10,200 Restricted Stock Units as compensation for serving as the Issuer's Vice-President. Each Restricted Stock Unit consists of a right to the issuance of one share of common stock, par value \$0.002 ("Common Stock"). The Restricted Stock Units are subject to a three-year vesting period. 3,400 Common Stock shares were issued on the initial vesting date, December 20, 2007 and are included in the amount of securities beneficially owned in the row of Table I reporting common stock.

(3) On February 7, 2007, the Reporting Person was granted a Stock Option to purchase 4,800 shares of Common Stock at an exercise price of \$6.80 per share as compensation for serving as the Issuer's Vice-President. These stock options are subject to a three-year vesting period, with an initial annual vesting date of December 20, 2007.

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.