

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 \*  
**KAY ROBERT**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

**225 LONG AVE**

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

**HILLSIDE, NJ 07205**

(City) (State) (Zip)

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 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)
				(A) or (D) Price			
Restricted Stock Unit	02/07/2007	^	A4 <sup>(1)</sup>	34,000 A	\$ 0 <sup>(1)</sup> 1,030,962 <sup>(2)</sup>	D	^
Common Stock	08/12/2008	^	C4 <sup>(3)</sup>	200,000 A	\$ 0.85 <sup>(2)</sup> 1,030,962 <sup>(2)</sup>	D	^

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

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SEC 2270 (9-02)

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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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 6.8	02/07/2007	Â	A4 <sup>(4)</sup>	16,000	Â	Â <sup>(4)</sup>	12/20/2007	Common Stock
Stock Options	\$ 0.85	08/12/2008	Â	C4 <sup>(3)</sup>	Â	200,000	02/04/2003	02/04/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAY ROBERT 225 LONG AVE HILLSIDE, NJ 07205	Â X	Â	Â	Â

## Signatures

/s/ ROBERT  
KAY

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).

(1) On February 7, 2007, the Reporting Person was granted 34,000 Restricted Stock Units as compensation for serving as a director of the 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.

(3) On August 5, 2008, the Reporting Person exercised 200,000 options to purchase common stock of the Issuer. The options were originally granted to the Reporting Person for his service as a director of the Issuer.

(4) On February 7, 2007, the Reporting Person was granted a stock option to purchase 16,000 shares of Common Stock at an exercise price of \$6.80 per share as compensation for serving as a director of the Issuer. 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 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.