

Milmo William H.
Form 3
December 29, 2008

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

| | | | | |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Milmo William H. | | (Month/Day/Year) | INTEGRATED BIOPHARMA INC [INBP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 3299 N.W. 2ND AVENUE | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| BOCA RATON,Â FLÂ 33431 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | |
| <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | | |
| <input type="checkbox"/> Form filed by More than One Reporting Person | | | | |

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 | 57,912 ⁽¹⁾ | D | Â |
| Restricted Stock Award | 29,555 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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.

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

Edgar Filing: Milmoe William H. - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|
| Stock Options | Â (2) | 11/16/2017 | Common Stock | 38,000 (2) | \$ 3.05 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Milmoe William H. 3299 N.W. 2ND AVENUE BOCA RATON, FL 33431 | Â X | Â | Â | Â |

Signatures

/s/ William H. Milmoe
12/29/2008

**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).
- On November 16, 2007, the Reporting Person was granted 88,667 Restricted Grant Units as compensation under a third party consultancy agreement. Each Restricted Stock Unit consists of a right to the issuance of one share of common stock, par value \$0.002 (Common (1) Stock). The Restricted Stock Units are subject to a three-year vesting period. 29,556 Common Stock shares were issued on the initial vesting date, January 15, 2008 and on September 1, 2008 and are included in the amount of securities beneficially owned in the row of Table I reporting common stock.
- On November 16, 2007, the Reporting Person was granted a Stock Option to purchase 38,000 shares of Common Stock at an exercise (2) price of \$3.05 per share as compensation under a third party consultancy agreement. These stock options are subject to a three-year vesting period, with an initial annual vesting date of November 1, 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.