

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HILLSIDE, NJ 07205

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/21/2008	08/21/2008	J		50,000	A	\$ 0 (1)
Common Stock	11/21/2008	11/21/2008	J		50,000	A	\$ 0 (2)
Common Stock	02/21/2009	02/21/2009	J		50,000	A	\$ 0 (3)
Common Stock	04/06/2009	04/06/2009	P		87,111	A	\$ 0.53
	05/21/2009	05/21/2009	J		50,000	A	6,253,355

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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.

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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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 Date
 Reporting Person

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.

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- (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 fourth 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.

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

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.