

INTEGRATED BIOPHARMA INC  
Form 4  
March 24, 2005

**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 \*  
**KAY E GERALD**

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
**C/O INTEGRATED BIOPHARMA, INC., 201 ROUTE 22**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/22/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**HILLSIDE, NJ 07205**

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

(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)
Common Stock, par value \$.002 per share	03/22/2005		P	5,000 A	\$ 6.44	6,275,384 I	See Footnotes (1) (2) (3) (4)

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. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAY E GERALD C/O INTEGRATED BIOPHARMA, INC. 201 ROUTE 22 HILLSIDE, NJ 07205	X	X	Chairman and CEO	

## Signatures

/s/E. Gerald Kay                      03/24/2005

\_\_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) On the date hereof, the Reporting Person has a direct beneficial ownership interest in 5,117,039 shares of common stock, par value \$.002 per share ("Common Stock") of Integrated BioPharma, Inc., consisting of (i) 3,493,013 shares of Common Stock and (ii) 1,624,026 shares of Common Stock issuable upon exercise of presently exercisable stock options.
- (2) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 819,629 shares of Common Stock, which are directly beneficially owned by EGK LLC, of which the Reporting Person may be deemed to beneficially own by virtue of the fact that the Reporting Person is the manager and 50% owner of EGK LLC.
- (3) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 169,358 shares of Common Stock, which are directly beneficially owned by the Christina Kay Trust, which the Reporting Person may be deemed to beneficially own by virtue of the fact that the Reporting Person is Trustee of the Christina Kay Trust.
- (4) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 169,358 shares of Common Stock, which are directly beneficially owned by the Riva Sheppard Kay Trust, which the Reporting Person may be deemed to beneficially own by virtue of the fact that the Reporting Person is Trustee of the Riva Sheppard Kay Trust.

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.