

Masi Dina  
Form 4  
February 15, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Masi Dina

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)  
14 LEXINGTON WAY  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

LONG VALLEY, NJ 07853  
  
(City) (State) (Zip)

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

**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                             |
| Restricted Stock Unit (1)       | 02/07/2007                           |  | A                              |   | 27,200  | A  | \$ 6.8                            |
|                                 |                                      |  |                                |   | 0 (1)   |  | D                                 |

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

**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.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options                              | \$ 6.8   | 02/07/2007                           |  | A                              | 12,800  | <u>(2)</u> 02/07/2007                                    | Common Stock  | 50,000 <u>(2)</u>             |

**Reporting Owners**

| Reporting Owner Name / Address                         | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Masi Dina<br>14 LEXINGTON WAY<br>LONG VALLEY, NJ 07853 |               |           | Chief Financial Officer |       |

**Signatures**

/s/ Dina Masi                      02/13/2007  
 \*\*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).
- On February 7, 2007, the Reporting Person was granted 27,200 Restricted Stock Units as compensation for serving as an officer of the Issuer. Each Restricted Stock Unit consists of a right to the issuance of one share of common stock, par value \$.01 ("Common Stock").
- (1) The Restricted Stock Units are subject to a three-year vesting period. None of the Restricted Stock Units are included in the amount of securities beneficially owned following the reported transaction in column 5, as none of the Restricted Stock Units will vest in the next 60 days.
- On February 7, 2007, the Reporting Person was granted a stock option to purchase 12,800 shares of Common Stock at an exercise price of \$6.80 per share as compensation for serving as an officer of the Issuer. These stock options are subject to a three-year vesting period, with an initial annual vesting date of December 20, 2007. None of these stock options are included in the amount of derivative securities beneficially owned following the reported transaction in column 9, as none of the stock options will vest in the next 60 days.

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.