

Spencer Michael L
 Form 4
 January 02, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Spencer Michael L

(Last) (First) (Middle)
 10000 WEHRLE DRIVE
 (Street)

CLARENCE, NY 14031

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Integer Holdings Corp [ITGR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/28/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Ethics & Compliance Of

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 | | |
| Common Stock | 12/28/2018 | | M | | 356 A 11 | 4,335 | D |
| Common Stock | 12/28/2018 | | M | | 891 A 11 | 5,226 | D |
| Common Stock | 12/28/2018 | | M | | 752 A 11 | 5,978 | D |
| Common Stock | 12/28/2018 | | M | | 498 A 11 | 6,476 | D |
| Common Stock | 12/28/2018 | | F | | 610 D \$ 76.03 | 5,866 | D |

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

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(9-02)

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 or Derivative Security (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Restricted Stock Units | (1) | 12/28/2018 | | M | 356 | (2) | (2) | Common | 356 | \$ 0 |
| Restricted Stock Units | (1) | 12/28/2018 | | M | 752 | (3) | (3) | Common | 752 | \$ 0 |
| Restricted Stock Units | (1) | 12/28/2018 | | M | 498 | (4) | (4) | Common | 498 | \$ 0 |
| Restricted Stock Units | (1) | 12/28/2018 | | M | 891 | (5) | (5) | Common | 891 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| | Director 10% Owner Officer Other |
| Spencer Michael L 10000 WEHRLE DRIVE CLARENCE, NY 14031 | Chief Ethics & Compliance Of |

Signatures

/s/ Mark Zawodzinski as attorney-in-fact for Michael L. Spencer.

01/02/2019

__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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) On December 14, 2015, the reporting person was granted 1,066 restricted stock units, vesting in three equal installments beginning on December 30, 2016.
- (3) On February 6, 2017, the reporting person was granted 2,255 restricted stock units, vesting in three equal installments beginning on December 29, 2017.
- (4) On January 31, 2018, the reporting person was granted 1,495 restricted stock units, vesting in three equal installments beginning on December 28, 2018.
- (5) As reported on a Form 4 dated March 9, 2018, the reporting person earned 1,782 restricted stock units, vesting in two substantially equal installments on December 28, 2018 and January 3, 2020.

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.