

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**  
SEC Accession No. **0001324746-05-000006**

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ISSUER

**INTEGRITY BANCSHARES INC**

CIK: **1103764** | IRS No.: **582508612** | State of Incorpor.: **GA**  
SIC: **6021** National commercial banks

Business Address  
11130 STATE BRIDGE ROAD,  
SUITE 0-203  
ALPHARETTA GA 30022  
7707770324

REPORTING OWNER

**Gray Rita B**

CIK: **1324859**  
Type: **3** | Act: **34** | File No.: **000-51284** | Film No.: **05789026**

Mailing Address Business Address  
11140 STATE BRIDGE ROAD (770) 777-0234  
ALPHARETTA GA 30022

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
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

1. Name and Address of Reporting Person <b>Gray Rita B</b>  (Last) (First) (Middle)  11140 STATE BRIDGE ROAD  (Street)  ALPHARETTA, GA 30022  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year)  05/02/2005	3. Issuer Name and Ticker or Trading Symbol  <b>INTEGRITY BANCSHARES INC [ITYC]</b>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Senior Vice President</b>		5. If Amendment, Date Original Filed (Month/Day/Year)
		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	14,451	D	

**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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options to Acquire Common Stock	(1)	(1)	Common Stock	(1)	(1)	D	

**Explanation of Responses:**

1. These options consist of the following: (1) 54,000 options granted on 1/23/2003 at an exercise price of \$4.89 per share vesting over three years beginning on the date of grant and terminating on 1/22/2013 and (2) 6,000 options granted on 8/18/2004 at an exercise price of \$9.00 per share vesting over four years beginning on the grant date and terminating on 8/17/2014.

**Signatures**

Rita B. Gray\*

\*By Miller & Martin PLLC

\*\* Signature of Reporting Person

05/02/2005

05/02/2005

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

STATE OF GEORGIA  
COUNTY OF FULTON

Section 16  
Limited Power of Attorney

Known by all these presents, that the undersigned hereby constitutes and appoints Integrity Bancshares, Inc. (the "Company") and/or Miller & Martin PLLC as the undersigned's true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority (including, without limitation, the preparation, execution and submission of a Form ID application for the requisite EDGAR codes to make filings with the SEC); and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Section 16 Limited Power of Attorney shall be in such form and shall contain terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any rights and powers

herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, and will full power of substitution or revocation, hereby ratifying and confirming that all such attorney-in-fact, or the substitute or substitutes of such attorney-in-fact, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers hereby granted. The undersigned acknowledges that the foregoing attorney-in-fact in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities and Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of April, 2005.

/s/ Rita B. Gray

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Rita B. Gray

[NOTARY]  
Normal.dot