

United States Securities and Exchange Commission
Washington, D.C. 20549

Registration No. 333-41938

POST-EFFECTIVE AMENDMENT NO. 3

TO

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INTEGRAL TECHNOLOGIES, INC.

(Name of small business issuer in its charter)

Nevada

3663

98-0163519

(State or jurisdiction of (Primary Standard Industrial I.R.S. Employer
incorporation or organization Classification Code Number) Identification No.

805 W. Orchard Drive, Suite 3
Bellingham, Washington 98225
(360) 752-1982

(Address and telephone number of principal executive offices)

805 W. Orchard Drive, Suite 3
Bellingham, Washington 98225

(Address of principal place of business or intended principal place of
business)

William A. Ince
805 W. Orchard Drive, Suite 3
Bellingham, Washington 98225
(360) 752-1982

(Name, address and telephone number of agent for service)

Copies to:
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DEREGISTRATION OF SECURITIES
AND WITHDRAWAL OF REGISTRATION STATEMENT

On July 21, 2000, Integral Technologies, Inc., a Nevada corporation (the "Company") filed with the Securities and Exchange Commission ("SEC") a Registration Statement on Form SB-2 under the Securities Act of 1933, as amended, registering up to 16,470,000 shares of the Company's common stock, par value \$.001 per share (the "Offered Shares"), to be sold from time to time by certain selling security holders.

The Registration Statement was declared effective August 9, 2000, by the SEC. The Company subsequently filed Post-Effective Amendment No. 1 on November 16, 2001, which was declared effective on November 28, 2001, by the SEC; and then filed Post-Effective Amendment No. 2 on December 19, 2002, which was declared effective on January 6, 2003, by the SEC.

In accordance with the undertaking of the Company set forth in Part II of the Registration Statement, the Company hereby deregisters the Offered Shares that remain unsold as of the date hereof pursuant to this Post-Effective Amendment No. 3 to the Registration Statement. In addition, in accordance with

Rules 477 and 478 of the Securities Act of 1933, as amended, the Company hereby withdraws the Registration Statement (and Post-Effective Amendments No. 1 and No. 2).

SIGNATURES

In accordance with the Securities Act of 1933, as amended, and Rule 478, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, in the City of Bellingham, State of Washington, on February 6, 2004.

INTEGRAL TECHNOLOGIES, INC.

By: /s/ William S. Robinson

William S. Robinson, Chief Executive Officer

In accordance with the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated:

Name	Title	Date
- - - - -	- - - - -	- - - - -
/s/ William S. Robinson		
- - - - -	Chairman, Chief Executive	
William S. Robinson	Officer, Treasurer and Director	February 6, 2004
/s/ William A. Ince		
- - - - -	President, Secretary, Chief Financial	
William A. Ince	Officer and Director	February 6, 2004