

FORD DIANE L
Form 4
August 16, 2012

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 *
FORD DIANE L

2. Issuer Name and Ticker or Trading Symbol
INTEGRYS ENERGY GROUP, INC. [TEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Corporate Controller

700 NORTH ADAMS STREET, P. O. BOX 19001

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

GREEN BAY, WI 54307-9001

(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: Beneficial or Indirect (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	08/14/2012		M	A	5,734	\$ 41.58	13,749.7039 (1)	D
Common Stock	08/14/2012		S	D	5,734	\$ 58.3312 (2)	8,015.7039	D
Common Stock	08/14/2012		M	A	5,707	\$ 42.12	13,722.7039	D
Common Stock	08/14/2012		S	D	5,707	\$ 58.3312 (2)	8,015.7039	D

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Common Stock	08/15/2012		M	1,698	A	\$ 42.12	9,713.7039	D	
Common Stock	08/15/2012		S	1,698	D	\$ 58.2529 <u>(3)</u>	8,015.7039	D	
Common Stock							5,373.7067 <u>(4)</u>	I	By Employee Stock Ownership Plan
Common Stock							588.982 <u>(1)</u>	I	By Stock Investment Plan

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Employee Stock Option (Right to buy)	\$ 41.58	08/14/2012		M	5,734	02/11/2011 ⁽⁵⁾ 02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12	08/14/2012		M	5,707	02/12/2010 ⁽⁵⁾ 02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12	08/15/2012		M	1,698	02/12/2010 ⁽⁵⁾ 02/12/2019	Common Stock
	\$ 48.36					02/14/2009 ⁽⁵⁾ 02/14/2018	

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Employee Stock Option (Right to buy)					Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4		02/10/2012 ⁽⁵⁾	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 52.73		12/07/2007 ⁽⁵⁾	12/07/2016	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24		02/09/2013 ⁽⁵⁾	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 54.85		12/07/2006 ⁽⁵⁾	12/07/2015	Common Stock	
Employee Stock Option (Right to buy)	\$ 58.65		05/17/2008 ⁽⁵⁾	05/17/2017	Common Stock	
Performance Rights	\$ 0 ⁽⁶⁾		01/01/2013 ⁽⁶⁾	06/30/2013	Common Stock	
Performance Rights	\$ 0 ⁽⁶⁾		01/01/2014 ⁽⁶⁾	06/30/2014	Common Stock	
Performance Rights	\$ 0 ⁽⁶⁾		01/01/2015 ⁽⁶⁾	06/30/2015	Common Stock	
Phantom Stock Unit	⁽⁷⁾		⁽⁸⁾	⁽⁸⁾	Common Stock	11,
Restricted Stock Units 2009	⁽¹⁰⁾		02/12/2010	02/12/2013	Common Stock	2
Restricted Stock Units 2010	⁽¹⁰⁾		02/11/2011	02/11/2014	Common Stock	5
Restricted Stock Units 2011	⁽¹⁰⁾		02/10/2012	02/10/2015	Common Stock	6
Restricted Stock Units 2012	⁽¹⁰⁾		02/09/2013	02/09/2016	Common Stock	8

