

INTEGRYS ENERGY GROUP, INC.

Form 4

December 19, 2014

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 *
Laakso William D

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 and Chief Human Res Ofcr

700 NORTH ADAMS STREET, P. O. BOX 19001

12/17/2014

(Street)

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 Indirect Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	12/17/2014		M	565 A \$ 75.68	6,060.6118	D	
Common Stock	12/17/2014		F	250.907 D \$ 75.68	5,809.7048	D	
Common Stock					2,380.1835	I	By Employee Stock Ownership Plan

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.

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Rights	\$ 0 ⁽¹⁾	12/17/2014		M		2,416	01/01/2015 ⁽²⁾ 03/15/2015	Common Stock
Phantom Stock Unit	⁽³⁾	12/17/2014		M	2,262 ⁽⁴⁾	⁽⁵⁾ ⁽⁵⁾	01/01/2016 ⁽¹⁾ 03/15/2016	Common Stock
Performance Rights	\$ 0 ⁽¹⁾						01/01/2017 ⁽¹⁾ 03/15/2017	Common Stock
Performance Rights	\$ 0 ⁽¹⁾						02/10/2012 02/10/2015	Common Stock
Restricted Stock Units 2011	⁽⁶⁾						02/09/2013 02/09/2016	Common Stock
Restricted Stock Units 2012	⁽⁶⁾						02/14/2014 02/14/2017	Common Stock
Restricted Stock Units 2013	⁽⁶⁾						02/13/2015 02/13/2018	Common Stock
Restricted Stock Units 2014	⁽⁶⁾							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Laakso William D 700 NORTH ADAMS STREET P. O. BOX 19001			VP and Chief Human Res Ofcr	

