

INTEGRYS ENERGY GROUP, INC.

Form 4

February 12, 2015

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 *
Guc William J

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
X Officer (give title below) ___ Other (specify below)

Vice President & Treasurer

700 NORTH ADAMS STREET, P. O. BOX 19001

02/10/2015

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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	(D)	Price
Common Stock	02/10/2015		M		146.8608	A	\$ 78.8
Common Stock	02/10/2015		F		59.185	D	\$ 78.8
Common Stock					2,983.0148	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
Restricted Stock Units 2011	<u>(1)</u>	02/10/2015		M	146.8608	02/10/2012	02/10/2015	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽²⁾	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽²⁾	02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 ⁽²⁾	02/14/2023	Common Stock
Employee Stock Option (Right to Buy)	\$ 55.23					02/13/2015 ⁽²⁾	02/13/2024	Common Stock
Performance Rights	\$ 0 ⁽³⁾					01/01/2016 ⁽³⁾	03/15/2016	Common Stock
Performance Rights	\$ 0 ⁽³⁾					01/01/2017 ⁽³⁾	03/15/2017	Common Stock
Phantom Stock Unit	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units 2012	<u>(1)</u>					02/09/2013	02/09/2016	Common Stock
	<u>(1)</u>					02/14/2014	02/14/2017	

