

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**MORROW WILLIAM E**

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)  
 200 EAST RANDOLPH STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/10/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP, Gas Segment

CHICAGO, IL 60601

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

(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 Beneficial Ownership (Instr. 4) |            |   |                                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |            |   |                                  |
| Common Stock                    | 02/10/2015                           |  | M                              | V   | 104.4086  | A  | \$ 78.8   | 3,668.4742 | D |                                  |
| Common Stock                    | 02/10/2015                           |  | F                              |   | 38.0048   | D  | \$ 78.8   | 3,630.4694 | D |                                  |
| Common Stock                    |                                      |  |                                |   |   |  |   | 2,167.8347 | I | By Employee Stock Ownership Plan |
| Common Stock                    |                                      |  |                                |   |   |  |   | 1,653.724  | I | By PE Employee Stock             |

|                 |           |   |   |
|-----------------|-----------|---|---|
| Common<br>Stock | 1,927.875 | I | Ownership<br>Plan<br><br>By 401(k) Plan<br>for<br>Administrative<br>Employees |
|-----------------|-----------|---|---|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |                 |
|---|--|---|---|--------------------------------------|---|--|--|-----------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date Exercisable   | Expiration<br>Date                                 | Title           |
| Restricted<br>Stock Units<br>2011                   | (1)  | 02/10/2015                              |   | M                                    | 104.4086  | 02/10/2012   | 02/10/2015   | Common<br>Stock |
| Performance<br>Rights                               | \$ 0 (2)   |   |   |                                      |   | 01/01/2016(2)  | 03/15/2016   | Common<br>Stock |
| Performance<br>Rights                               | \$ 0 (2)   |   |   |                                      |   | 01/01/2017(2)  | 03/15/2017   | Common<br>Stock |
| Restricted<br>Stock Units<br>2012                   | (1)  |   |   |                                      |   | 02/09/2013   | 02/09/2016   | Common<br>Stock |
| Restricted<br>Stock Units<br>2013                   | (1)  |   |   |                                      |   | 02/14/2014   | 02/14/2017   | Common<br>Stock |
| Restricted<br>Stock Units<br>2014                   | (1)  |   |   |                                      |   | 02/13/2015   | 02/13/2018   | Common<br>Stock |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MORROW WILLIAM E  
200 EAST RANDOLPH STREET  
CHICAGO, IL 60601

Executive VP, Gas Segment

## Signatures

Dane E. Allen, as Power of Attorney for Mr.  
Morrow

02/12/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.
- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals
- (2) are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the reported target award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.