

STRATTON FREDERICK P JR
Form 4
January 05, 2012

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 *
STRATTON FREDERICK P JR

2. Issuer Name and Ticker or Trading Symbol
WISCONSIN ENERGY CORP
[WEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
231 WEST MICHIGAN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

MILWAUKEE,, WI 53203

(City) (State) (Zip)

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

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	(A) or (D)	Price
Common Stock	01/03/2012		A		2,294	A	\$ 0
Common Stock	01/03/2012		D		3,905.3818	D	(2)
Common Stock						I	8,000 (4)
Common Stock						I	1,200 (5)
							by Spouse
							by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Units	<u>(6)</u>	01/03/2012		A	3,905.3818	<u>(7)</u>	<u>(7)</u>	Common Stock	3,905.38

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STRATTON FREDERICK P JR
231 WEST MICHIGAN STREET X
MILWAUKEE,, WI 53203

Signatures

/s/ Joshua M. Erickson, as
Attorney-in-Fact

01/05/2012

**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) Includes shares acquired pursuant to a dividend reinvestment feature of Wisconsin Energy Corporation's Stock Plus Investment Plan in transactions exempt from Section 16 pursuant to Rule 16a-11.

(2) Upon the vesting of restricted stock granted to the reporting person on January 2, 2009, the reporting person deferred the receipt of 3,905.3818 shares of common stock and instead received 3,905.3818 phantom stock units pursuant to the WEC Directors' Deferred Compensation Plan (DDCP). As a result, the reporting person is reporting the disposition of 3,905.3818 shares of common stock in exchange for an equal number of phantom stock units.

(3) On March 1, 2011, the common stock of Wisconsin Energy Corporation split 2-for-1, resulting in the reporting person's directly held ownership of 14,759.3446 additional shares of common stock.

(4) The 2-for-1 stock split resulted in the reporting person's indirectly held ownership of 4,000 additional shares of common stock in this account.

(5) The 2-for-1 stock split resulted in the reporting person's indirectly held ownership of 600 additional shares of common stock in this account.

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- (6) One-for-one.
- (7) These phantom stock units were accrued under the DDCP and are to be settled following the reporting person's termination of service as a director.
- (8) Includes phantom stock units accrued pursuant to a dividend reinvestment feature of the DDCP in transactions exempt from Section 16 pursuant to Rule 16a-11.
- (9) The 2-for-1 stock split resulted in the reporting person's ownership of 18,559.8512 additional phantom stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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