

INTEGRYS ENERGY GROUP, INC.

Form 4

February 18, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHROCK CHARLES A

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)
130 EAST RANDOLPH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2014		M		454.4603	A	\$ 55.69
Common Stock	02/14/2014		F		189.7369	D	\$ 55.69
Common Stock							6,905.6553
Common Stock							2,029.159

By
Employee
Stock
Ownership
Plan
by Stock
Investment

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.

SEC 1474
(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. U (In
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Ti
Restricted Stock Units 2013	<u>(1)</u>	02/14/2014		M	2,272.3016	02/14/2014 02/14/2017	C
Phantom Stock Unit	<u>(2)</u>	02/14/2014		M	1,817.841	<u>(3)</u> <u>(3)</u>	C
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 <u>(4)</u> 02/11/2020	C
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010 <u>(4)</u> 02/12/2019	C
Employee Stock Option (Right to buy)	\$ 48.36					02/14/2009 <u>(4)</u> 02/14/2018	C
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 <u>(4)</u> 02/10/2021	C
Employee Stock Option (Right to buy)	\$ 52.73					12/07/2007 <u>(4)</u> 12/07/2016	C
Employee Stock Option (Right to	\$ 53.24					02/09/2013 <u>(4)</u> 02/09/2022	C

buy)

Employee
Stock Option
(Right to
buy)

\$ 54.85

12/07/2006⁽⁴⁾ 12/07/2015Employee
Stock Option
(Right to
buy)

\$ 58.65

05/17/2008⁽⁴⁾ 05/17/2017Employee
Stock Option
(Right to
buy)

\$ 56

02/14/2014⁽⁴⁾ 02/14/2023Employee
Stock Option
(Right to
Buy)

\$ 55.23

02/13/2015⁽⁴⁾ 02/13/2024Performance
Rights\$ 0 ⁽⁵⁾01/01/2016⁽⁵⁾ 06/30/2016Performance
Rights\$ 0 ⁽⁵⁾01/01/2017⁽⁵⁾ 06/30/2017Performance
Rights\$ 0 ⁽⁵⁾01/01/2015⁽⁵⁾ 06/30/2015Restricted
Stock Units
2011(1)

02/10/2012 02/10/2015

Restricted
Stock Units
2012(1)

02/09/2013 02/09/2016

Restricted
Stock Units
2014(1)

02/13/2015 02/13/2018

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROCK CHARLES A 130 EAST RANDOLPH STREET CHICAGO, IL 60601	X		Chairman and CEO	

Signatures

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

02/18/2014

__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.

(2) These phantom stock units convert to common stock on a one-for-one basis.

Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.

(4) The option vests 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 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.