

INTEGRYS ENERGY GROUP, INC.

Form 4

February 11, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cloninger 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)
700 NORTH ADAMS
STREET, P.O. BOX 19001

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2015

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Executive VP, Electric Segment

(Street)
GREEN BAY, WI 54307-9001

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

(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 Ownership (Instr. 4)
Common Stock	12/22/2014		G	V 25	D \$ 0	1,363.2164	D
Common Stock	02/09/2015		M	171.9859	A \$ 77.33	213.2023	D
Common Stock	02/09/2015		F	72.6545	D \$ 77.33	140.5478 ⁽¹⁾	D
Common Stock					6,173.6056 ⁽²⁾	I	By Employee Stock Ownership

Plan

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

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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 Underl (Instr.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2012	<u>(3)</u>	02/09/2015		M		215.7012		02/09/2013	02/09/2016	Com Sto
Phantom Stock Unit	<u>(5)</u>	02/09/2015		M		43.7153		<u>(6)</u>	<u>(6)</u>	Com Sto
Restricted Stock Units 2011	<u>(3)</u>							02/10/2012	02/10/2015	Com Sto
Restricted Stock Units 2013	<u>(3)</u>							02/14/2014	02/14/2017	Com Sto
Restricted Stock Units 2014	<u>(3)</u>							02/13/2015	02/13/2018	Com Sto
Performance Rights	\$ 0 <u>(9)</u>							01/01/2016 <u>(9)</u>	03/15/2016	Com Sto
Performance Rights	\$ 0 <u>(9)</u>							01/01/2017 <u>(9)</u>	03/15/2017	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cloninger Charles A 700 NORTH ADAMS STREET P.O. BOX 19001	Executive VP, Electric Segment

GREEN BAY, WI 54307-9001

Signatures

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

02/11/2015

__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) Balance also reflects dividend reinvestment shares purchased on a quarterly basis.
- (2) Balance reflects shares pertaining to the quarterly dividend under the Company's Employee Stock Ownership Plan.
- (3) 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.
- (4) Balance also reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.
- (5) These phantom stock units convert to common stock on a one-for-one basis.
- (6) 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.
- (7) Balance also reflects the quarterly dividend paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan.
- (8) Balance reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.
- (9) 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.

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