

INTEGRYS HOLDING, INC.  
Form 4  
July 01, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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**

(Last) (First) (Middle)

200 EAST RANDOLPH STREET

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**INTEGRYS HOLDING, INC. [TEG]**

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

06/29/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive VP, Gas Segment

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/29/2015		D		3,911.1797	D	\$ 0 (1)
Common Stock	06/29/2015		D		2,233.7067	D	\$ 0 (1)
Common Stock	06/29/2015		D		1,668.7854	D	\$ 0 (1)

By Employee Stock Ownership Plan

By PE Employee Stock Ownership Plan

Common Stock	06/29/2015	D	1,948.1302 (3)	D	\$ 0 (1)	0	I	By 401(k) Plan for Administrative Employees
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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. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units 2012	(4)	06/29/2015		D	101.389 (5)	02/09/2013 02/09/2016	Common Stock
Restricted Stock Units 2013	(4)	06/29/2015		D	190.7144 (5)	02/14/2014 02/14/2017	Common Stock
Restricted Stock Units 2014	(4)	06/29/2015		D	469.5869 (5)	02/13/2015 02/13/2018	Common Stock
Restricted Stock Units 2015	(4)	06/29/2015		D	3,222.7326 (5)	02/12/2016 02/12/2019	Common Stock
Performance Rights	\$ 0 (6)	06/29/2015		D	1,209	01/01/2016 03/15/2016	Common Stock
Performance Rights	\$ 0 (6)	06/29/2015		D	2,015	01/01/2017 03/15/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORROW WILLIAM E 200 EAST RANDOLPH STREET			Executive VP, Gas Segment	

CHICAGO, IL 60601

## Signatures

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

07/01/2015

\_\_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).  
  
Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, the outstanding shares of Integrys common stock were automatically converted into the right to receive allocations of the merger consideration, consisting of 1.128 WEC Energy Group shares and \$18.58 cash per share (referred to as the "merger consideration").
- (1) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, the outstanding shares of Integrys common stock were automatically converted into the right to receive allocations of the merger consideration, consisting of 1.128 WEC Energy Group shares and \$18.58 cash per share (referred to as the "merger consideration").
- (2) Reflects shares pertaining to the quarterly dividend and periodic earnings adjustments and share allocations under the Company's Employee Stock Ownership Plan.
- (3) Reflects dividend reinvestment shares which are acquired on a quarterly basis.
- (4) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, restricted stock units (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration.
- (5) Reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.
- (6) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, performance rights (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration, with the final award (a) for 2013 performance rights at 148% of the reported target award and (b) for 2014 performance rights at 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.