

INTEGRYS HOLDING, INC.  
Form 4  
July 01, 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 \*  
CARNAHAN ELLEN

(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)

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 Ownership (Instr. 4)
Common Stock	06/29/2015		D	2,265 D	\$ 0 (1) 0	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Number Shares
Deferred Stock Unit	(2)	06/29/2015		D	20,791.0861 (3)	(2)	(2)	Common Stock	20,791
Phantom Stock Unit	(4)	06/29/2015		D	11,420.3832 (5)	(4)	(4)	Common Stock	11,420

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARNAHAN ELLEN 200 EAST RANDOLPH STREET CHICAGO, IL 60601			X	

## Signatures

Dane E. Allen, as Power of Attorney for Ms. Carnahan 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).
- (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) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, deferred 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, payable in accordance with the terms of the Company's Deferred Compensation Plan.
  - (3) Reflects the quarterly dividend paid on deferred stock units and reinvested in additional deferred stock units, under the Company's Deferred Compensation Plan.
  - (4) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, phantom 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, payable in accordance with the terms of the Company's Deferred Compensation Plan.
  - (5) Reflects the quarterly dividend paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan.

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.