

INTEGRYS ENERGY GROUP, INC.

Form 4

October 16, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)
200 EAST RANDOLPH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/14/2014

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/14/2014		M ⁽¹⁾		44,472 A \$ 42.12	D	73,977.6517
Common Stock	10/14/2014		S ⁽¹⁾		10,300 D \$ 68.5178	D	63,677.6517
Common Stock	10/14/2014		S ⁽¹⁾		34,172 D \$ 68.8184	D	29,505.6517
Common Stock	10/14/2014		M ⁽¹⁾		37,843 A \$ 53.24	D	67,348.6517
	10/14/2014		S ⁽¹⁾		37,843 D	D	29,505.6517

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Common Stock						\$ 69.0133 <u>(4)</u>			
Common Stock	10/15/2014		M ⁽¹⁾	11,630	A	\$ 49.4	41,135.6517	D	
Common Stock	10/15/2014		S ⁽¹⁾	11,630	D	\$ 69.5032 <u>(5)</u>	29,505.6517 <u>(6)</u>	D	
Common Stock							7,371.5809 <u>(7)</u>	I	By Employee Stock Ownership Plan
Common Stock							2,198.606 <u>(8)</u>	I	by Stock Investment 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 and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to buy)	\$ 42.12	10/14/2014		M ⁽¹⁾	10,300	02/12/2010 ⁽⁹⁾	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12	10/14/2014		M ⁽¹⁾	34,172	02/12/2010 ⁽⁹⁾	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24	10/14/2014		M ⁽¹⁾	37,843	02/09/2013 ⁽⁹⁾	02/09/2022	Common Stock

buy)								
Employee Stock Option (Right to buy)	\$ 49.4	10/15/2014	M ⁽¹⁾	11,630	02/10/2012 ⁽⁹⁾	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58				02/11/2011 ⁽⁹⁾	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 56				02/14/2014 ⁽⁹⁾	02/14/2023	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23				02/13/2015 ⁽⁹⁾	02/13/2024	Common Stock	
Performance Rights	\$ 0 ⁽¹⁰⁾				01/01/2016 ⁽¹⁰⁾	03/15/2016	Common Stock	
Performance Rights	\$ 0 ⁽¹⁰⁾				01/01/2017 ⁽¹⁰⁾	03/15/2017	Common Stock	
Performance Rights	\$ 0 ⁽¹⁰⁾				01/01/2015 ⁽¹⁰⁾	03/15/2015	Common Stock	
Phantom Stock Unit	⁽¹¹⁾				⁽¹²⁾	⁽¹²⁾	Common Stock	
Restricted Stock Units 2011	⁽¹⁴⁾				02/10/2012	02/10/2015	Common Stock	
Restricted Stock Units 2012	⁽¹⁴⁾				02/09/2013	02/09/2016	Common Stock	
Restricted Stock Units 2013	⁽¹⁴⁾				02/14/2014	02/14/2017	Common Stock	
Restricted Stock Units 2014	⁽¹⁴⁾				02/13/2015	02/13/2018	Common Stock	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		Chairman and CEO	

SCHROCK CHARLES A
200 EAST RANDOLPH STREET
CHICAGO, IL 60601

Signatures

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

10/16/2014

__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) The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 19, 2014.
- (2) The weighted average sale price reflects multiple transactions at prices ranging from \$68.50 - \$68.56.
- (3) The weighted average sale price reflects multiple transactions at prices ranging from \$68.75 - \$68.94.
- (4) The weighted average sale price reflects multiple transactions at prices ranging from \$68.95 - \$69.23.
- (5) The weighted average sale price reflects multiple transactions at prices ranging from \$69.50 - \$69.53.
- (6) Balance also reflects dividend reinvestment shares purchased on September 20, 2014.
- (7) Balance reflects shares pertaining to the September 20, 2014 dividend, and an earnings adjustment on September 30, 2014 under the Company's Employee Stock Ownership Plan.
- (8) Balance reflects dividend reinvestment shares purchased on September 20, 2014.
- (9) 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.
- (11) 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.
- (13) Balance reflects dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan on September 20, 2014.
- (14) 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.
- (15) Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans on September 20, 2014.

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.