

INTEGRYS ENERGY GROUP, INC.

Form 4

January 23, 2008

**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 \*  
MIKULSKY PHILLIP M

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)  
01/18/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec VP & Chief Dev Officer

(Street)  
GREEN BAY, WI 54307-9001

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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					5,204.692	D	
Common Stock					7,218.0376	I	By ESOP
Common Stock					7,501	I	by Jt Trust w/Spouse

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	<u>(1)</u>	01/18/2008		A	22.82	<u>(2)</u>	<u>(3)</u>	Common Stock	22.82
Employee Stock Option (Right to buy)	\$ 34.09 <u>(4)</u>					12/13/2002	12/13/2011	Common Stock	12.82
Employee Stock Option (Right to buy)	\$ 37.96 <u>(5)</u>					12/12/2003	12/12/2012	Common Stock	35.00
Employee Stock Option (Right to buy)	\$ 44.73 <u>(6)</u>					12/10/2004	12/10/2013	Common Stock	32.00
Employee Stock Option (Right to buy)	\$ 48.11 <u>(7)</u>					12/08/2005	12/08/2014	Common Stock	37.00
Employee Stock Option (Right to buy)	\$ 52.73 <u>(8)</u>					12/07/2007	12/07/2016	Common Stock	28.00
Employee Stock Option (Right to buy)	\$ 54.85 <u>(9)</u>					12/07/2006	12/07/2015	Common Stock	32.00
Employee Stock Option (Right to buy)	\$ 58.65 <u>(10)</u>					05/17/2008	05/17/2017	Common Stock	1.00



**Remarks:**

Table 1, Line 2 Reflects shares allocated by the company's ESOP program on December 31, 2007.

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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