O LEARY JOSEPH P

Form 4

February 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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0.5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading O LEARY JOSEPH P Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 130 EAST RANDOLPH STREET 02/12/2013 Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60601 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership (Month/Day/Year) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 4,480.7175 D Stock

Common 2,713.9867 I Stock Stock

Ownership

Plan

Employee

By

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

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(9-02)

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of Derivative TransactionSecurities Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)			uired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	
	Security			C- 1-	3 7	(4)	(D)	Date Exercisable	Expiration Date
Restricted Stock Units 2009	(1)	02/12/2013		Code M	V	(A)	(D) 1,140.1868	02/12/2010	02/12/2013
Phantom Stock Unit	<u>(2)</u>	02/12/2013		M		1,140.1868 (3)		<u>(4)</u>	<u>(4)</u>
Employee Stock Option (Right to buy)	\$ 41.58							02/11/2011(5)	02/11/2020
Employee Stock Option (Right to buy)	\$ 42.12							02/12/2010(5)	02/12/2019
Employee Stock Option (Right to buy)	\$ 44.73							12/10/2004(5)	12/10/2013
Employee Stock Option (Right to buy)	\$ 48.11							12/08/2005(5)	12/08/2014
Employee Stock Option (Right to buy)	\$ 48.36							02/14/2009(5)	02/14/2018
Employee Stock Option (Right to buy)	\$ 49.4							02/10/2012(5)	02/10/2021
Employee Stock Option (Right to buy)	\$ 52.73							12/07/2007(5)	12/07/2016

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Employee Stock Option (Right to buy)	\$ 53.24	02/09/2013 ⁽⁵⁾ 02/09/2022
Employee Stock Option (Right to buy)	\$ 54.85	12/07/2006 ⁽⁵⁾ 12/07/2015
Employee Stock Option (Right to buy)	\$ 58.65	05/17/2008 ⁽⁵⁾ 05/17/2017
Performance Rights	\$ 0 <u>(6)</u>	01/01/2013 <u>(6)</u> 06/30/2013
Performance Rights	\$ 0 <u>(6)</u>	01/01/2014 ⁽⁶⁾ 06/30/2014
Performance Rights	\$ 0 <u>(6)</u>	01/01/2015 <u>(6)</u> 06/30/2015
Restricted Stock Units 2010	<u>(1)</u>	02/11/2011 02/11/2014
Restricted Stock Units 2011	(1)	02/10/2012 02/10/2015
Restricted Stock Units 2012	<u>(I)</u>	02/09/2013 02/09/2016

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 9	Director	10% Owner	Officer	Other			
O LEARY JOSEPH P 130 EAST RANDOLPH STREET CHICAGO, IL 60601			Senior Vice President				
Signatures							
Dane E. Allen, as Power of Attorne O'Leary	y for Mr.		02/14/2013				

**Signature of Reporting Person Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Reporting Owners 3

Date

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) 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.
- (2) These phantom stock units convert to common stock on a one-for-one basis.
- (3) The acquired shares reflect the portion of the vested Restricted Stock Units that have been deferred into Company common stock within the Company's Deferred Compensation Plan.
 - Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1)
- (4) 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.
- (5) 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
- (6) 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 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.