SCHROCK CHARLES A

Form 4

March 18, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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 * SCHROCK CHARLES A

2. Issuer Name and Ticker or Trading

Symbol

INTEGRYS ENERGY GROUP, INC. [TEG]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner Other (specify X_ Officer (give title)

(Month/Day/Year)

03/14/2008

below)

President, WPSC, a subsidiary

700 NORTH ADAMS STREET, P. O. BOX 19001

(Street)

Stock

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

GREEN BAY, WI 54307-9001

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Securities Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities nAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common Stock			Code v	Amount (D) Thee	2,054.316	D	
Common Stock					3,495.6182	I	By ESOP
Common					657.622	I	by Stk

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form

Invest Plan

(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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 ar		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Unit	<u>(1)</u>	03/14/2008		P		2,360.0636		<u>(2)</u>	<u>(3)</u>	Commo Stock
Employee Stock Option (Right to buy)	\$ 34.09 (4)							12/13/2002	12/13/2011	Commo Stock
Employee Stock Option (Right to buy)	\$ 37.96 (5)							12/12/2003	12/12/2012	Commo Stock
Employee Stock Option (Right to buy)	\$ 44.73 (6)							12/10/2004	12/10/2013	Commo Stock
Employee Stock Option (Right to buy)	\$ 48.11 (7)							12/08/2005	12/08/2014	Commo Stock
Employee Stock Option (Right to buy)	\$ 48.36 (8)							02/14/2009	02/14/2018	Commo Stock
Employee Stock Option (Right to buy)	\$ 52.73 (9)							12/07/2007	12/07/2016	Commo Stock
Employee Stock Option (Right to buy)	\$ 54.85 (10)							12/07/2006	12/07/2015	Commo Stock
Employee Stock Option (Right to	\$ 58.65 (11)							05/17/2008	05/17/2017	Commo Stock

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buy)

Performance Rights	\$ 0 <u>(12)</u>	01/01/2009(13)	06/30/2009	Commo Stock
Performance Rights	\$ O (14)	12/31/2009(14)	03/31/2010	Commo Stock
Performance Rights	\$ 0 <u>(12)</u>	01/01/2010(13)	06/30/2010	Commo Stock
Performance Rights	\$ 0 <u>(12)</u>	01/01/2011(13)	06/30/2011	Commo Stock
Restricted Stock Units	<u>(15)</u>	(16)	(16)	Commo Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHROCK CHARLES A 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

President, WPSC, a subsidiary

Signatures

By: Barth J. Wolf, as Power of Attorney For: Mr.

Schrock 03/18/2008

**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) These phantom stock units convert to common stock on a one-for-one basis.
- (2) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (3) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (4) The option vests in four equal annual installments beginning on December 13, 2002.
- (5) The option vests in four equal annual installments beginning on December 12, 2003.
- (6) The option vests in four equal annual installments beginning on December 10, 2004.
- (7) The option vests in four equal annual installments beginning on December 8, 2005.
- (8) The option vests in four equal annual installments beginning on February 14, 2009.
- (9) The option vests in four equal annual installments beginning on December 7, 2007.
- (10) The option vests in four equal annual installments beginning on December 7, 2006.
- (11) The option vests in four equal annual installments beginning on May 17, 2008.

(12)

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Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

- (13) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (14) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.
- (15) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (16) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

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.