INTEGRYS ENERGY GROUP, INC.

Form 4 May 22, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5

SECURITIES

Estimated average burden hours per response...

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON BRADLEY 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) 700 NORTH ADAMS STREET, P. O. BOX 19001		,	3. Date of Earliest Transaction (Month/Day/Year) 05/20/2008	Director 10% OwnerX Officer (give title Other (specify below) Vice President and Treasurer
GREEN BAY,	(Street) WI 54307-	9001	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

CDEENIDAY	WI 54307-9001
UKEEN BAY	W 1 74 107-9001

(City)	(State)	(Zip) Tabl	e I - Non-Do	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction	4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/20/2008		F	18.656	D	\$ 50.97	94 (1)	D	
Common Stock							3,074.3471	I	By ESOP
Common Stock							973.747	I	by Stk Invest Plan

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 (9-02)

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required to respond unless the form 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	• •	2 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s i		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option (Right to buy)	\$ 37.96					12/12/2003	12/12/2012	Common Stock	2,4
Employee Stock Option (Right to buy)	\$ 44.73					12/10/2004	12/10/2013	Common Stock	4,5′
Employee Stock Option (Right to buy)	\$ 48.11					12/08/2005	12/08/2014	Common Stock	6,0′
Employee Stock Option (Right to buy)	\$ 48.36					02/14/2009	02/14/2018	Common Stock	12,1
Employee Stock Option (Right to buy)	\$ 52.73 (6)					12/07/2007	12/07/2016	Common Stock	7,6
Employee Stock Option (Right to buy)	\$ 54.85 (7)					12/07/2006	12/07/2015	Common Stock	6,49
Employee Stock Option (Right to buy)	\$ 58.65					05/17/2008	05/17/2017	Common Stock	3,0

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Performance Rights	\$ 0 <u>(9)</u>	01/01/2009(10)	06/30/2009	Common Stock	90
Performance Rights	\$ 0 <u>(11)</u>	12/31/2009(11)	03/31/2010	Common Stock	53
Performance Rights	\$ 0 <u>(9)</u>	01/01/2010(10)	06/30/2010	Common Stock	98
Performance Rights	\$ 0 <u>(9)</u>	01/01/2011(10)	06/30/2011	Common Stock	2,2
Phantom Stock Unit	(12)	<u>(13)</u>	(14)	Common Stock	9,486
Restricted Stock Units	(15)	<u>(16)</u>	(16)	Common Stock	805.7

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
JOHNSON BRADLEY A 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001			Vice President and Treasurer			

Signatures

By: Barth J. Wolf, as Power of Attorney For: Mr. Johnson 05/22/2008

**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) Reflects sale of shares to satisfy tax payment for vested shares of Restricted Stock granted under the Company's 2007 Omnibus Incentive Compensation Plan.
- (2) The option vests in four equal annual installments beginning on December 12, 2003.
- (3) The option vests in four equal annual installments beginning on December 10, 2004.
- (4) The option vests in four equal annual installments beginning on December 8, 2005.
- (5) The option vests in four equal annual installments beginning on February 14, 2009.
- (6) The option vests in four equal annual installments beginning on December 7, 2007.
- (7) The option vests in four equal annual installments beginning on December 7, 2006.
- (8) The option vests in four equal annual installments beginning on May 17, 2008.
- (9) 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.
- (10) 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.

Reporting Owners 3

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- (11) 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.
- (12) These phantom stock units convert to common stock on a one-for-one basis.
- 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.
- (14) 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.
- (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.

Remarks:

Table 1, Column 5 Reflects shares allocated by the company's ESOP program on March 31, 2008.

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.