INTEGRYS ENERGY GROUP, INC.

Form 4 June 27, 2008

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

ROGERS DESIREE G

Symbol INTEGRYS ENERGY GROUP,

(Check all applicable)

INC. [TEG]

(Last) (First) 3. Date of Earliest Transaction

4. If Amendment, Date Original

(Instr. 8)

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

(Month/Day/Year)

06/26/2008

below)

130 E. RANDOLPH DRIVE

(Middle)

Pres, PGL & NSG, subsidiaries 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

(Instr. 4)

Person

CHICAGO, IL 60601

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Instr. 3, 4 and 5)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3			
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to buy)	\$ 48.36 (1)				02/14/2009	02/14/2018	Common Stock	28,2
Employee Stock Option (Right to buy)	\$ 58.65 (2)				05/17/2008	05/17/2017	Common Stock	20,8
Performance Rights	\$ 0 (3)				12/31/2009(3)	03/31/2010	Common Stock	3,60
Performance Rights	\$ 0 (4)				01/01/2011(5)	06/30/2011	Common Stock	5,18
Restricted Stock Units	<u>(6)</u>				<u>(7)</u>	<u>(7)</u>	Common Stock	1,896.

Reporting Owners

	Relationships		
Reporting Owner Name / Address	•		

Director 10% Owner Officer Other

ROGERS DESIREE G 130 E. RANDOLPH DRIVE CHICAGO, IL 60601

Pres, PGL & NSG, subsidiaries

Signatures

By: Dane E. Allen, as Power of Attorney For: Ms.

Rogers

06/27/2008

**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) The option vests in four equal annual installments beginning on February 14, 2009.
- (2) The option vests in four equal annual installments beginning on May 17, 2008.
- (3) 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.

Reporting Owners 2

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- (4) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (5) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (6) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (7) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

Remarks:

Table 1 reflects dividends paid on Restricted Stock Awards and reinvested in additional Restricted Stock, and Table 2 reflects 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.