WEYERS LARRY L

Form 4

February 17, 2009

FORM 4

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

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

OMB APPROVAL

if no longer subject to Section 16.

Expires: 2005 Estimated average

Form 4 or Form 5 obligations **SECURITIES**

burden hours per response...

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

0.5

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 WEYERS LARRY L Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director X_ Officer (give title Other (specify

130 E. RANDOLPH DRIVE

below) below) 02/12/2009 **Executive Chairman**

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Month/Day/Year)

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

CHICAGO, IL 60601 Person

(State)

(City) (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 (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Common 11,817.682 D Stock

Common I 1,981.4225 By ESOP Stock

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date		4.	5. Number		6. Date Exercisable	e and	7. Title a
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		Underly (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Rights	\$ 0	02/12/2009		H(1)	(-2)	16,974	01/01/2009	06/30/2009	Comm
Performance Rights	\$ 0 (2)	02/12/2009		A	29,293		01/01/2012(3)	06/30/2012	Comm
Restricted Stock Units 2009	<u>(4)</u>	02/12/2009		A	9,764		(5)	(5)	Comm
Stock Option (Right to buy)	\$ 42.12 (6)	02/12/2009		A	123,600		02/12/2010	02/12/2019	Comm
Employee Stock Option (Right to buy)	\$ 37.96 (7)						12/12/2003	12/12/2012	Comm
Employee Stock Option (Right to buy)	\$ 44.73 (8)						12/10/2004	12/10/2013	Comm
Employee Stock Option (Right to buy)	\$ 48.11 (9)						12/08/2005	12/08/2014	Comm
Employee Stock Option (Right to buy)	\$ 48.36 (10)						02/14/2009	02/14/2018	Comm
Employee Stock Option (Right to buy)	\$ 52.73 (11)						12/07/2007	12/07/2016	Comm
Employee Stock Option (Right to buy)	\$ 54.85 (12)						12/07/2006	12/07/2015	Comm
,							05/17/2008	05/17/2017	

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Employee Stock Option (Right to buy)	\$ 58.65 (13)			Stoc
Performance Rights	\$ 0 <u>(14)</u>	12/31/2009(14)	03/31/2010	Comm
Performance Rights	\$ 0 <u>(2)</u>	01/01/2010(3)	06/30/2010	Comm
Performance Rights	\$ 0 <u>(2)</u>	01/01/2011(3)	06/30/2011	Comm
Phantom Stock Unit	<u>(15)</u>	(16)	(17)	Comm
Restricted Stock Units 2008	<u>(4)</u>	(18)	(18)	Comm

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their remains a remainder	Director	10% Owner	Officer	Other		
WEYERS LARRY L 130 E. RANDOLPH DRIVE CHICAGO, IL 60601	X		Executive Chairman			

Signatures

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

02/17/2009

**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) Cancellation of long term incentive award with no payout being made.
- 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.
- 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.
- (4) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (5) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (6) The option vests in four equal annual installments beginning on February 12, 2010.
- (7) The option vests in four equal annual installments beginning on December 12, 2003.
- (8) The option vests in four equal annual installments beginning on December 10, 2004.
- (9) The option vests in four equal annual installments beginning on December 8, 2005.

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- (10) The option vests in four equal annual installments beginning on February 14, 2009.
- (11) The option vests in four equal annual installments beginning on December 7, 2007.
- (12) The option vests in four equal annual installments beginning on December 7, 2006.
- (13) The option vests in four equal annual installments beginning on May 17, 2008.
- (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) 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.
- 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.
- (18) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

Remarks:

Table I, Line 1, reflects dividends paid on Restricted Stock Awards and reinvested in additional Restricted Stock under the Co 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.