#### JOHNSON BRADLEY A

Form 4

February 17, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

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obligations

Check this box

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. See Instruction

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 JOHNSON BRADLEY A Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Middle) (Last) (First) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 700 NORTH ADAMS STREET, P. 02/12/2009 Vice President and Treasurer O. BOX 19001 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting GREEN BAY, WI 54307-9001 (City) (State) (Zip) tivo Commities Assuir

(City)	(State) (E	Table	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		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)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
				(A) or	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock			Code V	Amount (D) Price	61	D		
Common Stock					3,379.4221	I	By ESOP	
Common Stock					1,049.263	I	by Stk Invest Plan	

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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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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired Disposed (Instr. 3, 4, 5)	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Rights	\$ 0	02/12/2009		H <u>(1)</u>		905	01/01/2009	06/30/2009	Common Stock
Performance Rights	\$ 0 (2)	02/12/2009		A	2,469		01/01/2012(3)	06/30/2012	Common Stock
Restricted Stock Units 2009	<u>(4)</u>	02/12/2009		A	823		<u>(5)</u>	<u>(5)</u>	Common Stock
Stock Option (Right to buy)	\$ 42.12 (6)	02/12/2009		A	10,419		02/12/2010	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 (7)						12/12/2003	12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 (8)						12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 (9)						12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 (10)						02/14/2009	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 (11)						12/07/2007	12/07/2016	Common Stock
Employee	\$ 54.85						12/07/2006	12/07/2015	Common

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Stock Option (Right to buy)	<u>(12)</u>			Stock
Employee Stock Option (Right to buy)	\$ 58.65 (13)	05/17/2008	05/17/2017	Common Stock
Performance Rights	\$ 0 <u>(14)</u>	12/31/2009(14)	03/31/2010	Common Stock
Performance Rights	\$ 0 <u>(2)</u>	01/01/2010(3)	06/30/2010	Common Stock
Performance Rights	\$ 0 <u>(2)</u>	01/01/2011(3)	06/30/2011	Common Stock
Phantom Stock Unit	<u>(15)</u>	(16)	(17)	Common Stock
Restricted Stock Units 2008	<u>(4)</u>	(18)	(18)	Common Stock

## **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: Dane E. Allen, as Power of Attorney For: Mr. 02/17/2009

Johnson

\*\*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.

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- (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.
- (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 2 reflects shares allocated by the Company's ESOP program on June 30, September 30 and December 30, 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.