WEYERS LARRY L

Form 4

December 09, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
Estimated average

burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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

See Instruction 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] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 130 EAST RANDOLPH DRIVE 12/07/2009 **Executive Chairman** (Street) 4. If Amendment, Date Original 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 CHICAGO, IL 60601 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common \$ 13,641.131 12/07/2009 F 514.368 D D Stock 41.39 (1) Common I By ESOP 2,343.8193 Stock

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

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SEC 1474

(9-02)

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

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		on Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares	
Employee Stock Option (Right to buy)	\$ 37.96 (2)					12/12/2003	12/12/2012	Common Stock	99,	
Employee Stock Option (Right to buy)	\$ 44.73 (3)					12/10/2004	12/10/2013	Common Stock	97.	
Employee Stock Option (Right to buy)	\$ 48.11 (<u>4)</u>					12/08/2005	12/08/2014	Common Stock	111	
Employee Stock Option (Right to buy)	\$ 48.36 (5)					02/14/2009	02/14/2018	Common Stock	219	
Employee Stock Option (Right to buy)	\$ 52.73 (<u>6)</u>					12/07/2007	12/07/2016	Common Stock	123	
Employee Stock Option (Right to buy)	\$ 54.85 <u>(7)</u>					12/07/2006	12/07/2015	Common Stock	121	
Employee Stock Option (Right to buy)	\$ 58.65 (8)					05/17/2008	05/17/2017	Common Stock	63,	
Performance Rights	\$ 0 (9)					12/31/2009(9)	03/31/2010	Common Stock	10,	
Performance	\$ 0 (10)					01/01/2010(11)	06/30/2010	Common	15.	

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Rights				Stock	
Performance Rights	\$ 0 <u>(10)</u>	01/01/2011(11)	06/30/2011	Common Stock	40,
Performance Rights	\$ 0 <u>(10)</u>	01/01/2012(11)	06/30/2012	Common Stock	29,
Phantom Stock Unit	(12)	<u>(13)</u>	(14)	Common Stock	64,40
Restricted Stock Units 2008	<u>(15)</u>	(16)	(16)	Common Stock	12,15
Restricted Stock Units 2009	<u>(15)</u>	<u>(17)</u>	(17)	Common Stock	10,44
Stock Option (Right to buy)	\$ 42.12 (18)	02/12/2010	02/12/2019	Common Stock	123

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WEYERS LARRY L 130 EAST RANDOLPH DRIVE CHICAGO, IL 60601	X		Executive Chairman			

Signatures

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

12/09/2009

**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).
- Reflects the withholding of shares to satisfy tax payment for vested shares of Restricted Stock Awards under the Company's 2005

 Omnibus Incentive Compensation Plan. Under the terms of the plan, the fair market value of any fractional share of Common Stock not used to satisfy the withholding obligation will be paid in cash at the true the RSA's are settled.
- (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.

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- (9) 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.
- (10) 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.
- (11) 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.
- (12) These phantom stock units convert to common stock on a one-for-one basis.
- (13) 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.
- (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.
- (17) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (18) The option vests in four equal annual installments beginning on February 12, 2010.

Remarks:

Table 1, Line 1, reflects dividends paid on Restricted Stock Awards and reinvested in additional Restricted Stock on June 20 a 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.